

THE AMAZING SPIDER-MAN®



MARVEL MASTERWORKS®
BY STAN LEE & JOHN ROMITA

MARVEL



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THE MARVEL MASTERWORKS PROUDLY PRESENT THE WORLD'S MOST FAMOUS COMICS AND SUPER HEROES FROM THEIR VERY BEGINNINGS IN A SERIES OF PAINSTAKINGLY RESTORED ARCHIVAL VOLUMES.

COLLECTING *THE AMAZING SPIDER-MAN* #51-61 & ANNUAL #4

MARVEL



MARVEL
COMICS
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12¢ 51
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the AMAZING SPIDER-MAN™

APPROVED
BY THE
COMICS
CODE
AUTHORITY



"IN THE CLUTCHES OF..
The KINGPIN!"

THE AMAZING SPIDER-MAN!

"IN THE CLUTCHES OF... THE KINGPIN!"

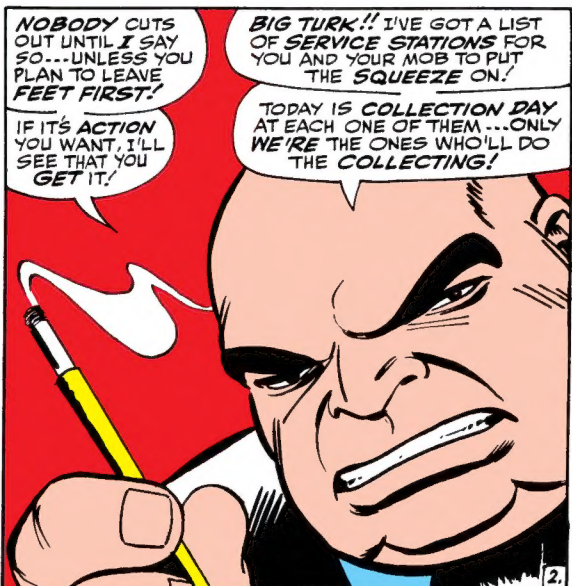
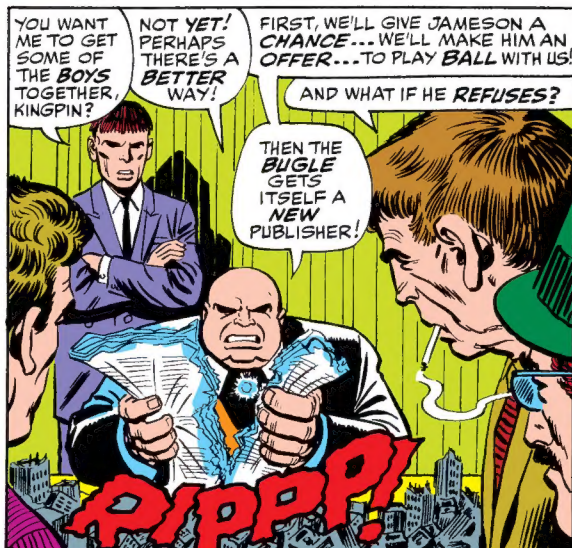
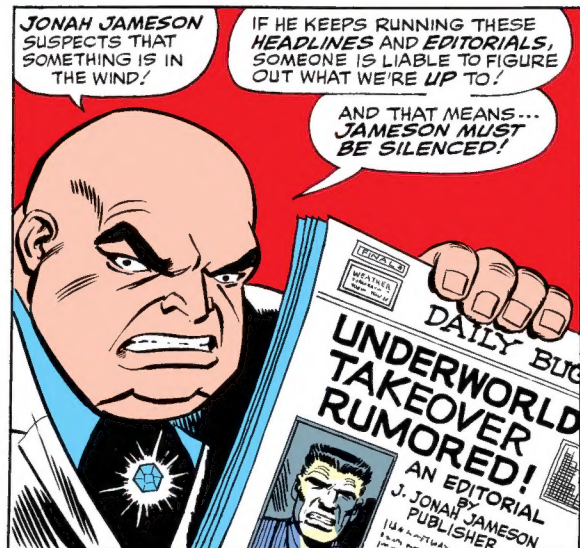
AT LAST!!

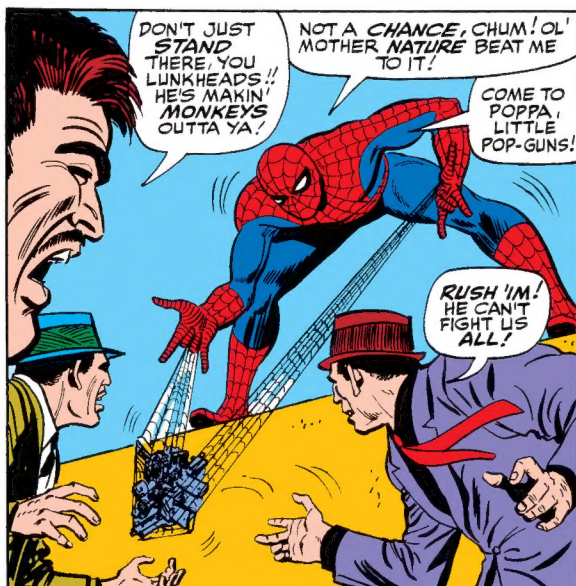
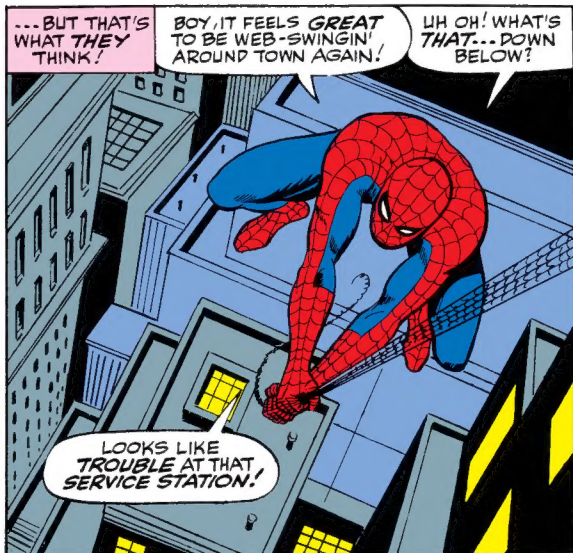
WITH
SPIDER-MAN
GONE, THE
CITY IS MINE!

WHAT'S THAT? THE CITY HIS? NOT IF
STAN LEE and JOHN ROMITA
CAN DO ANYTHING ABOUT IT!

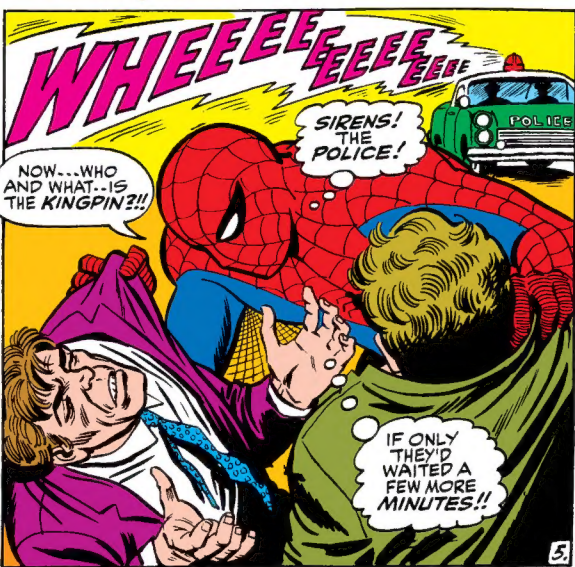
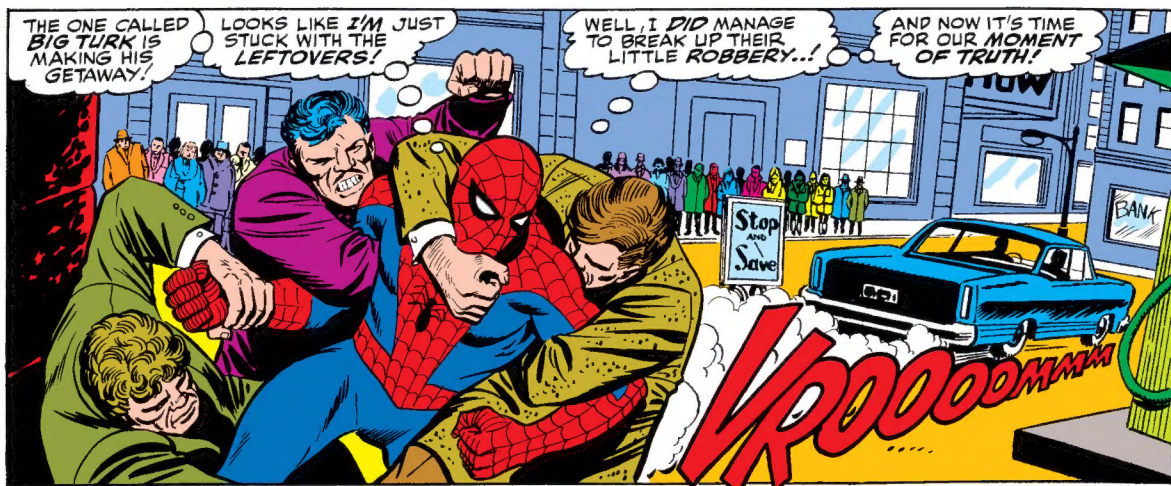
AND THAT GOES FOR MICKEY DEMEO, INKER,
AND SAM ROSEN, LETTERER, AS WELL!

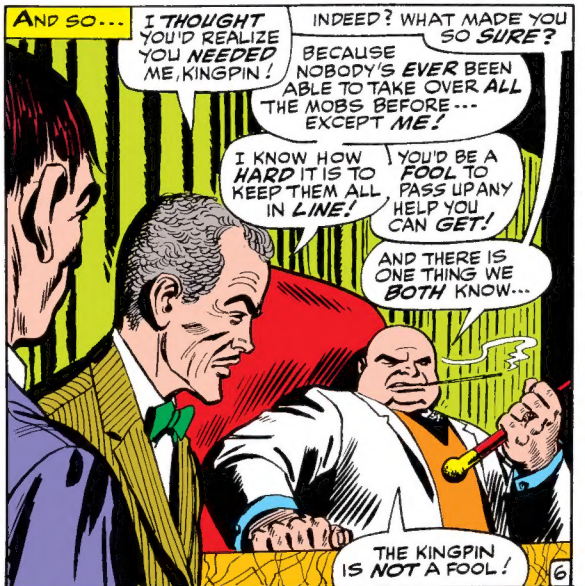
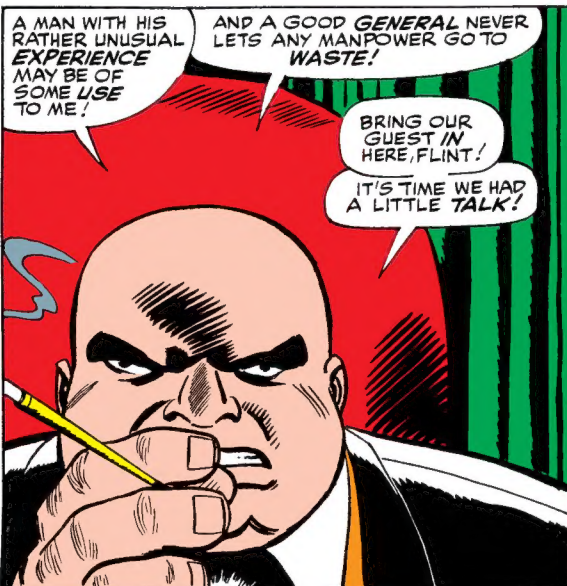
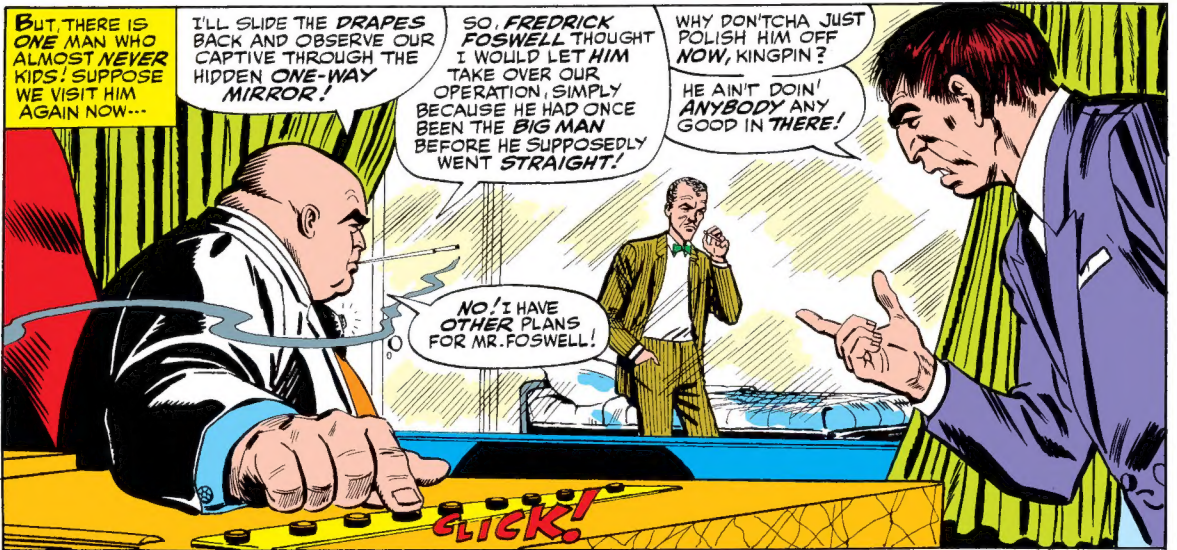
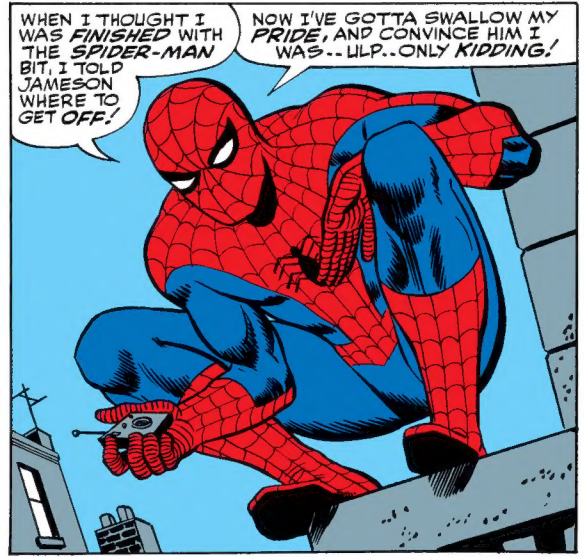
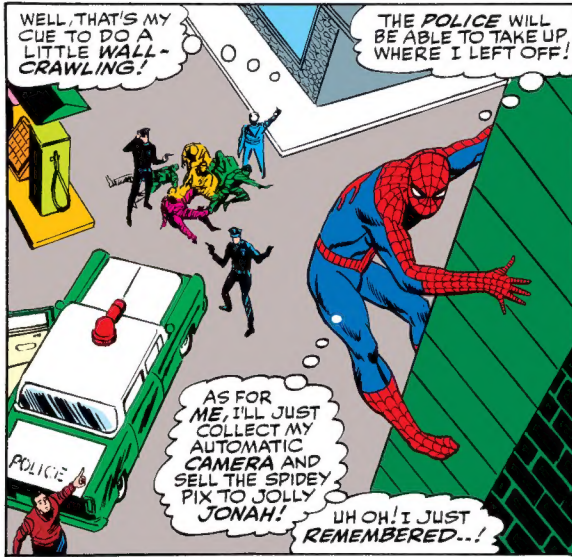
HAVE YOU EVER
ATTENDED AN UNDER-
WORLD SUMMIT MEET-
ING? NOT THEN C'MON,
TIGER... WE'RE JUST
IN TIME...

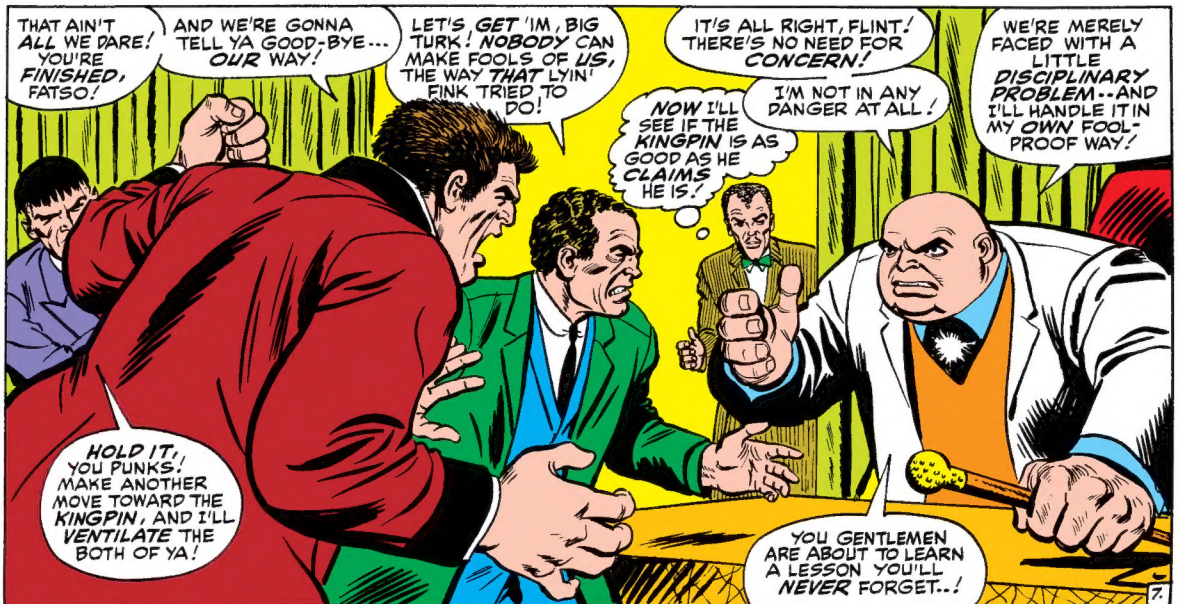
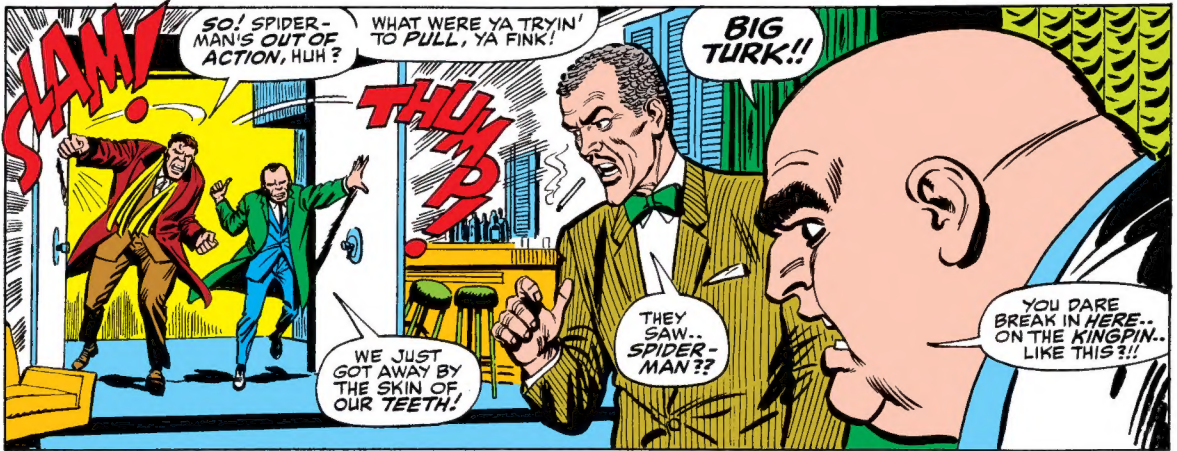
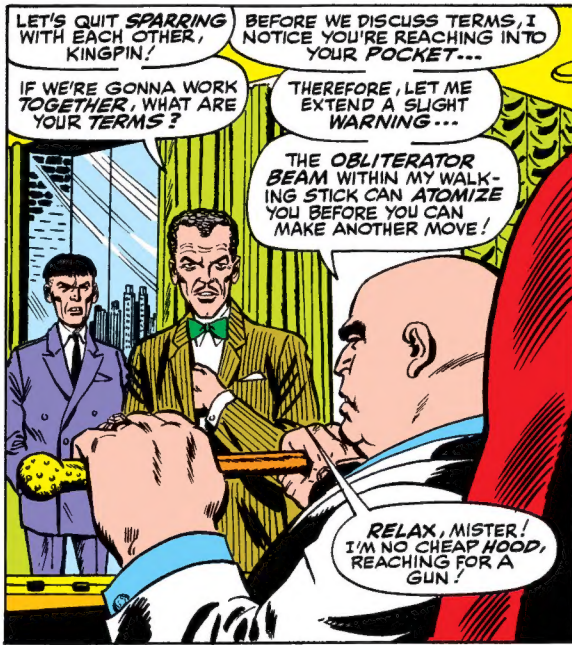


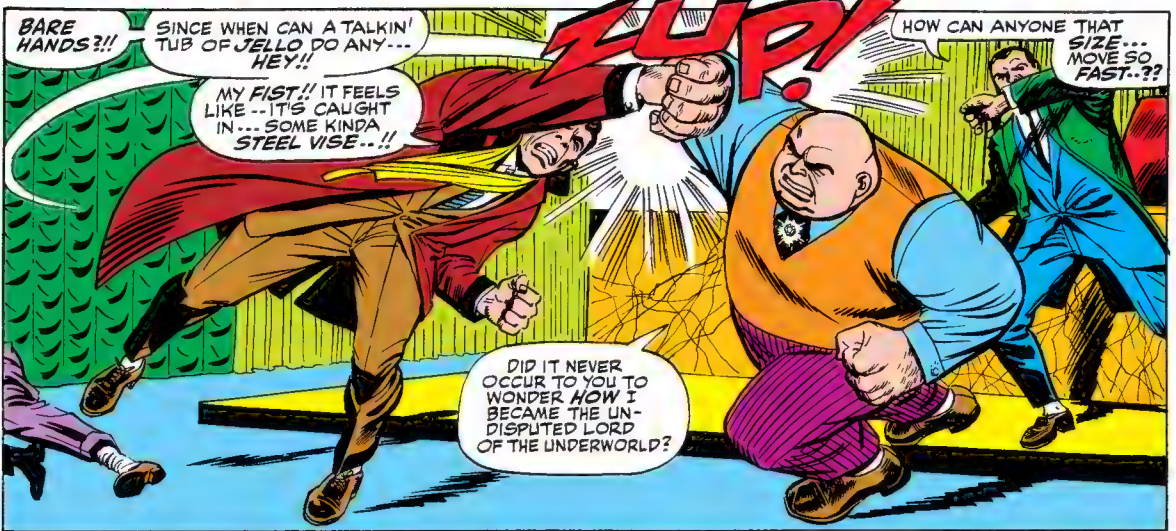
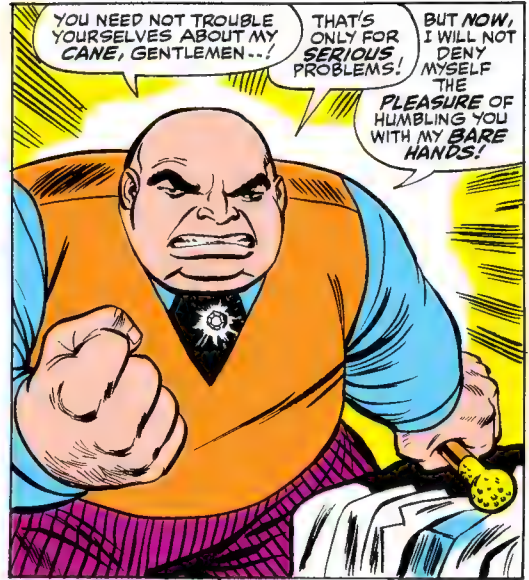
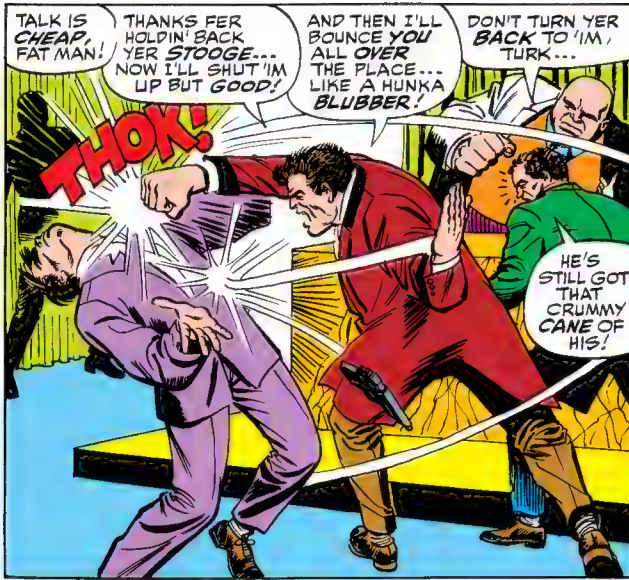


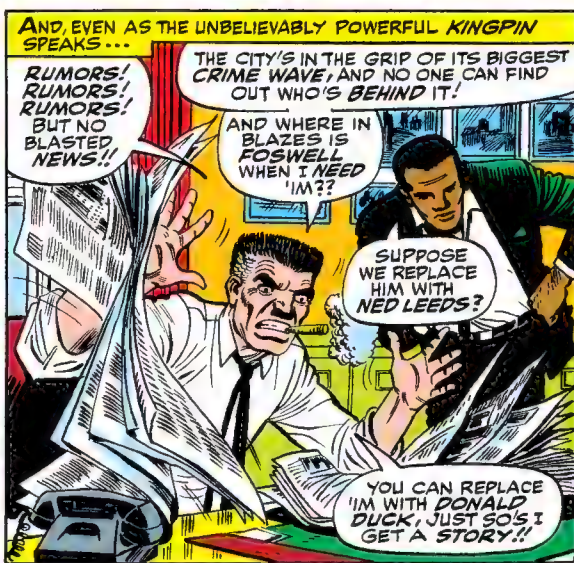
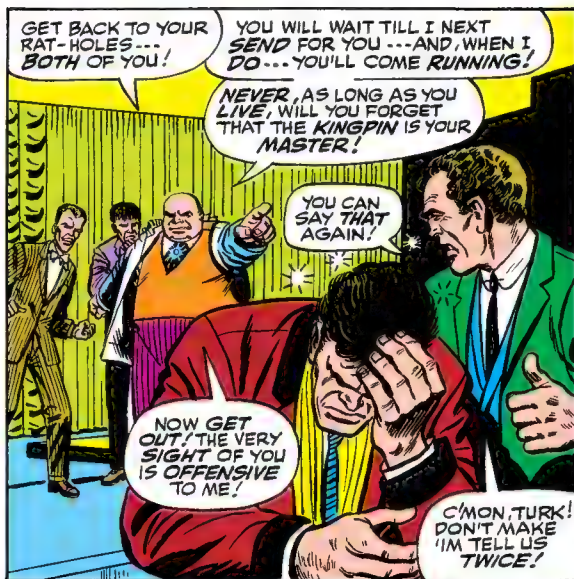














I WOULDN'T TAKE YOU BACK ON A BET!

YOU'VE BEEN A THORN IN MY SIDE SINCE THE DAY YOU FIRST CAME HERE!

NOW GOWAN-- GET OUT! GO PEDDLE YOUR PAPERS SOMEWHERE ELSE! YOU'RE THROUGH HERE!

I THINK YOU'RE TRYING TO TELL ME SOMETHING!



WELL, IN THAT CASE YOU WON'T WANT THESE LATEST PICTURES I TOOK... OF SPIDER-MAN!

WHA...? YOU'VE GOT NEW PICTURES OF THAT WALL-CRAWLING WEASEL??!

THAT'S RIGHT! BUT DON'T WORRY ABOUT ME, J.J.!

I'M SURE I CAN SELL THEM SOMEWHERE ELSE!

HOLD IT, YOU SILLY BOY! CAN'TCHA TAKE A JOKE?



LET'S SEE THEM!

SAY! NOT BAD! NOT BAD AT ALL! SO HE IS BACK IN ACTION AGAIN, EH?

THIS IS YOUR LUCKY DAY, PARKER! I'VE DECIDED TO FORGIVE YOU AND TAKE YOU BACK!

NO WONDER THEY CALL YOU SANTA!



BUT THAT DOESN'T MEAN THIS IS A HANGOUT FOR LOAFERS!!

LEEDS, GET TO WORK! MISS BRANT, FINISH YOUR FILING! AND PARKER... GET ME MORE PICTURES!

GLAD YOU'RE AS LOVEABLE AS EVER, J.J.!

AND SOMEONE FIND FOSWELL FOR ME, BLAST IT!



SO FRED FOSWELL'S MISSING, EH?

HE'S JONAH'S STAR REPORTER! WONDER WHAT COULD HAVE HAPPENED TO HIM?

WELL, NO TIME TO WORRY ABOUT THAT NOW-- I'VE STILL GOT TO LEARN MORE ABOUT THE KINGPIN!

BUT, WHERE DO I BEGIN?



I'M PRETTY DARN SURE HE WON'T BE LISTED IN THE PHONE BOOK!

LOOK! THERE'S PETER PARKER!

HE'S PASSING RIGHT BY... WITH-OUT EVEN LOOKING IN!

I'LL JUST KEEP RIDING AROUND...

I MAY GET LUCKY AND STUMBLE ONTO SOMETHING!



... AND JUST WHEN I COULD HAVE USED THOSE WAY-OUT WHEELS OF HIS FOR A LUSCIOUS LIFT HOME!

THAT'S THE BREAKS, MJ! BUT DON'T DESPAIR... HARRY AND I CAN DROP YOU OFF WHEN WE LEAVE!

I KNOW WHY YOU'RE SMILING, GWEN! IT BUGS YOU WHEN I'M ALONE WITH PETEY... DOESN'T IT?

IN CASE YOU HAVEN'T NOTICED, LADY... GWEN IS MY DATE!

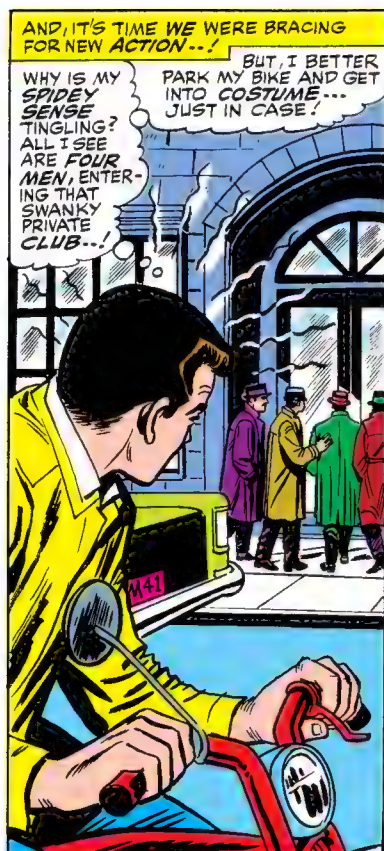


SURE, BECAUSE MR. P. DIDN'T ASK HER FIRST!

GOOD OL' MARY JANE! ANYTHING FOR A LAUGH, EH?

DO YOU THINK I'M BEING FUNNY, GWENDOLYNE?

I THINK... PERHAPS IT'S TIME WE WERE GETTING HOME!



AND, IT'S TIME WE WERE BRACING FOR NEW ACTION...!

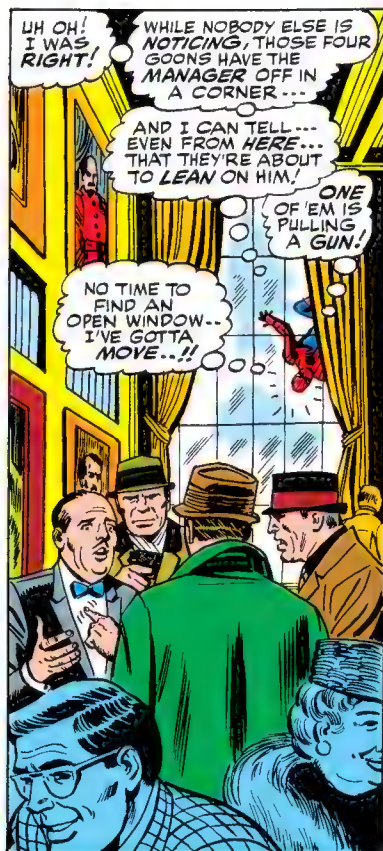
WHY IS MY SPIDEY SENSE TINGLING? ALL I SEE ARE FOUR MEN, ENTERING THAT SWANKY PRIVATE CLUB...!

BUT, I BETTER PARK MY BIKE AND GET INTO COSTUME... JUST IN CASE!



NOTHING SEEMS TO BE WRONG! AND YET...

I CAN'T AFFORD TO TAKE ANY CHANCES! MY LITTLE BUILT-IN BUZZER HASN'T EVER FAILED ME YET!



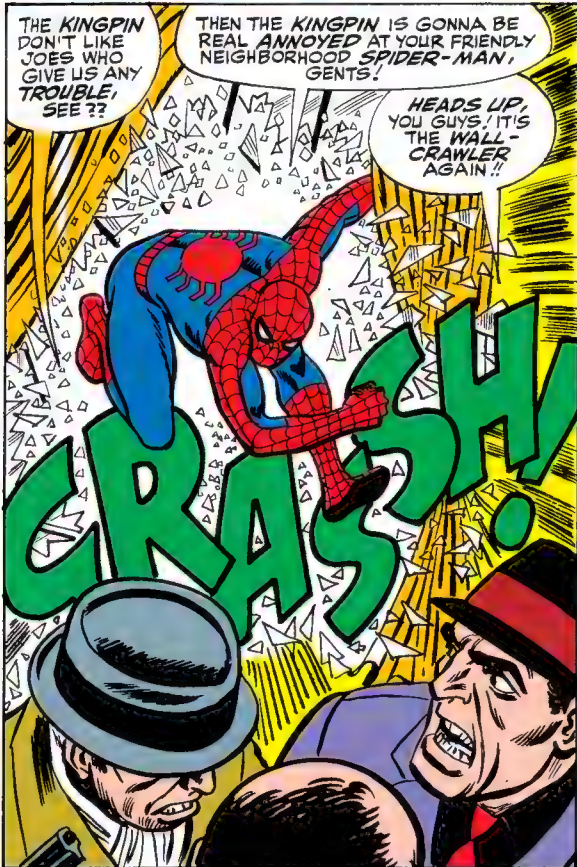
UH OH! I WAS RIGHT!

WHILE NOBODY ELSE IS NOTICING, THOSE FOUR GOONS HAVE THE MANAGER OFF IN A CORNER...

AND I CAN TELL... EVEN FROM HERE... THAT THEY'RE ABOUT TO LEAN ON HIM!

ONE OF 'EM IS PULLING A GUN!

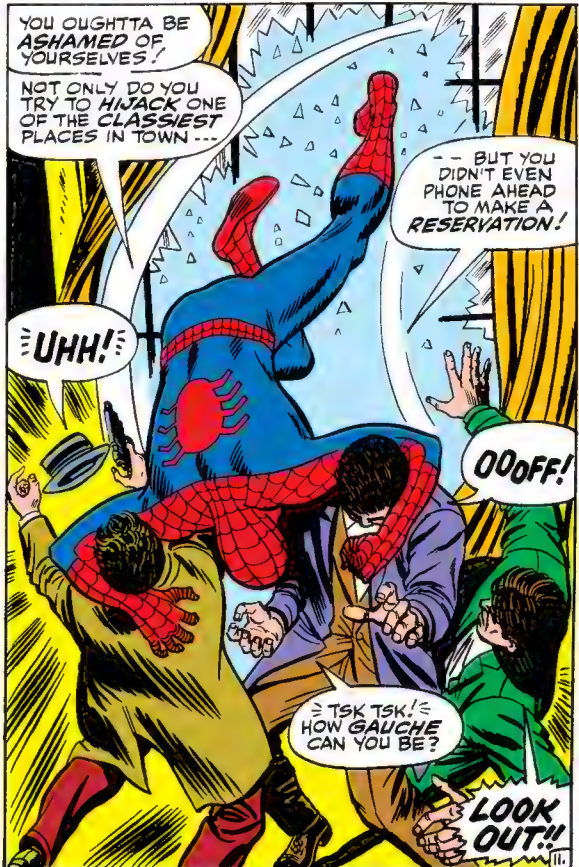
NO TIME TO FIND AN OPEN WINDOW... I'VE GOTTA MOVE...!!



THE KINGPIN DON'T LIKE JOES WHO GIVE US ANY TROUBLE, SEE ??

THEN THE KINGPIN IS GONNA BE REAL ANNOYED AT YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN, GENTS!

HEADS UP, YOU GUYS! IT'S THE WALL-CRAWLER AGAIN!!



YOU OUGHTTA BE ASHAMED OF YOURSELVES!

NOT ONLY DO YOU TRY TO HIJACK ONE OF THE CLASSIEST PLACES IN TOWN ...

UHH!

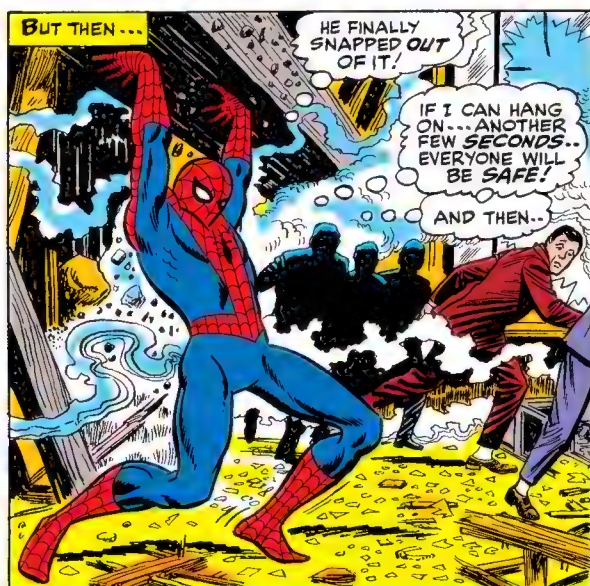
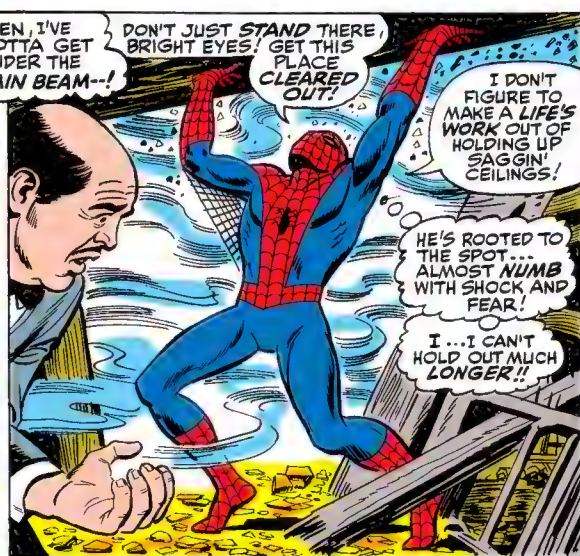
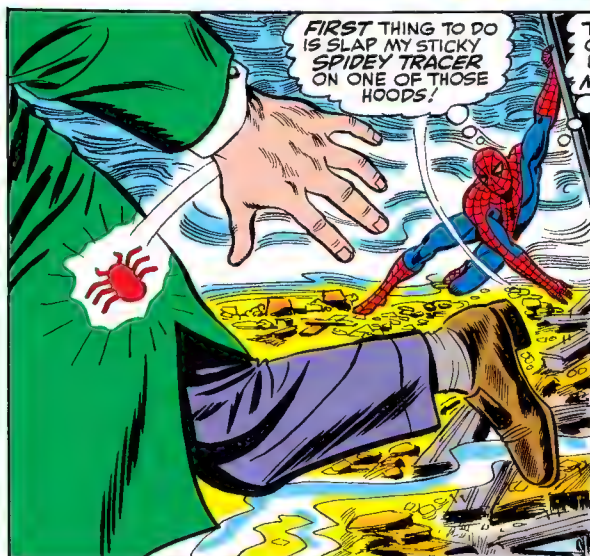
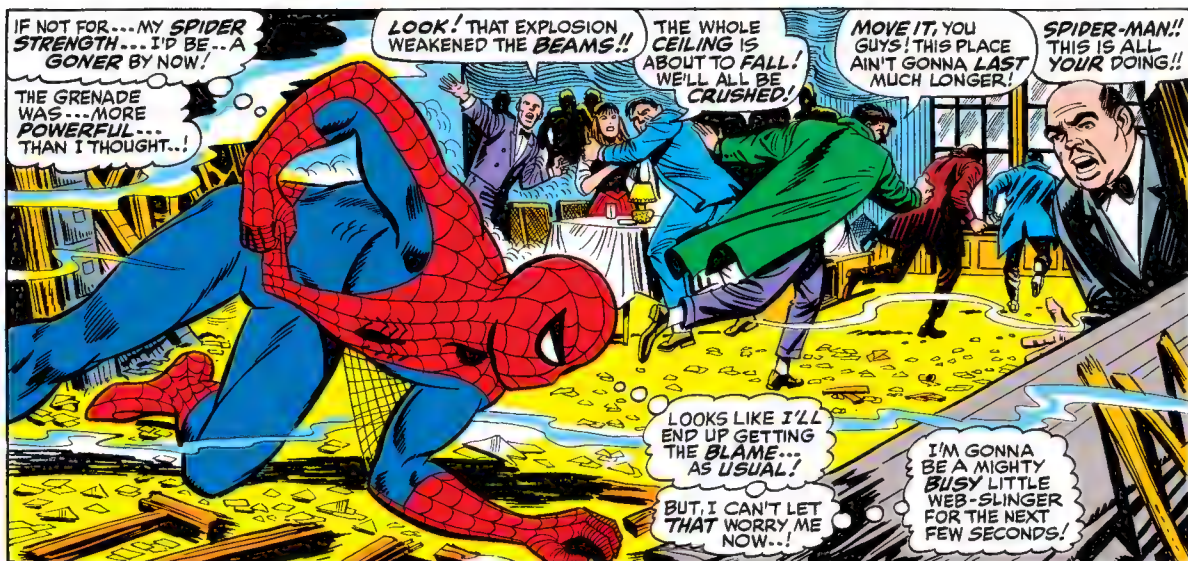
BUT YOU DIDN'T EVEN PHONE AHEAD TO MAKE A RESERVATION!

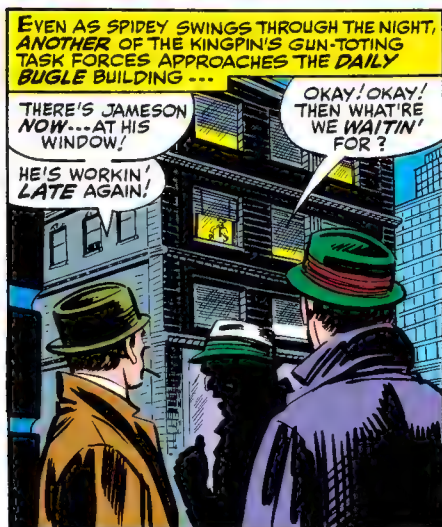
OOOFF!

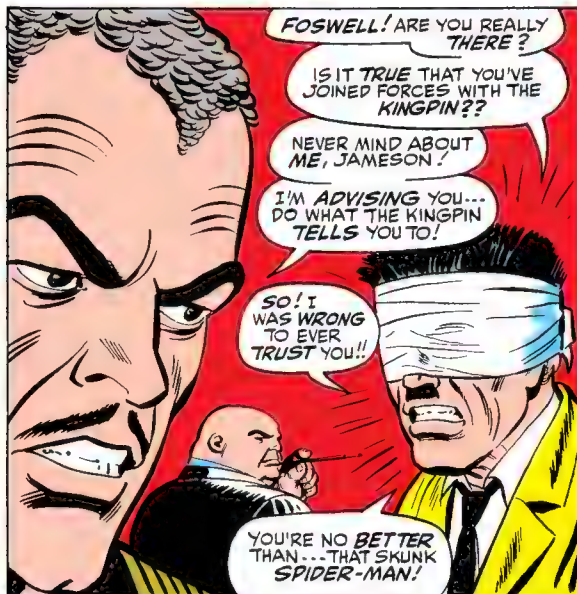
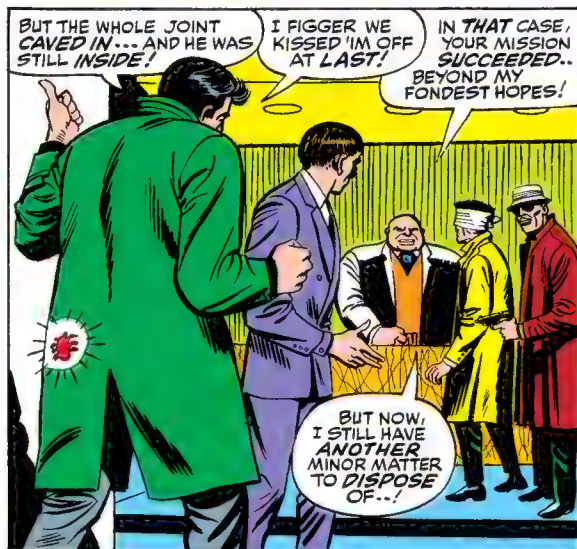
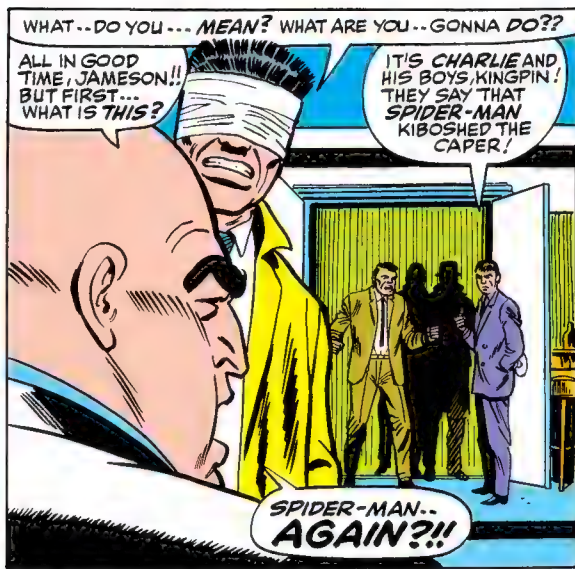
TSK TSK! HOW GAUCHE CAN YOU BE?

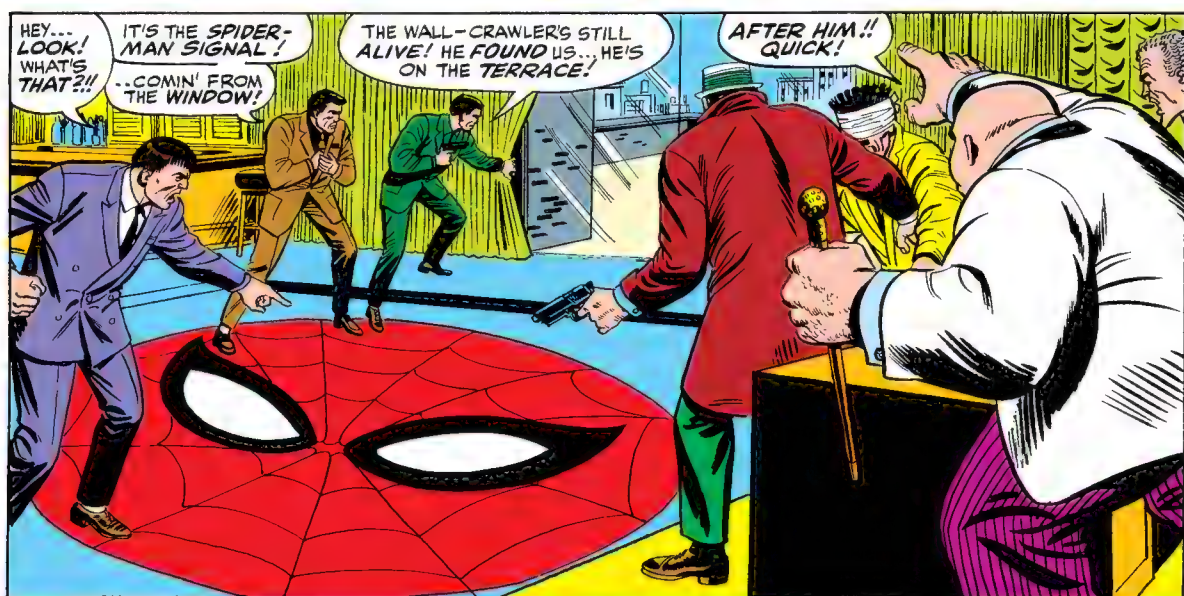
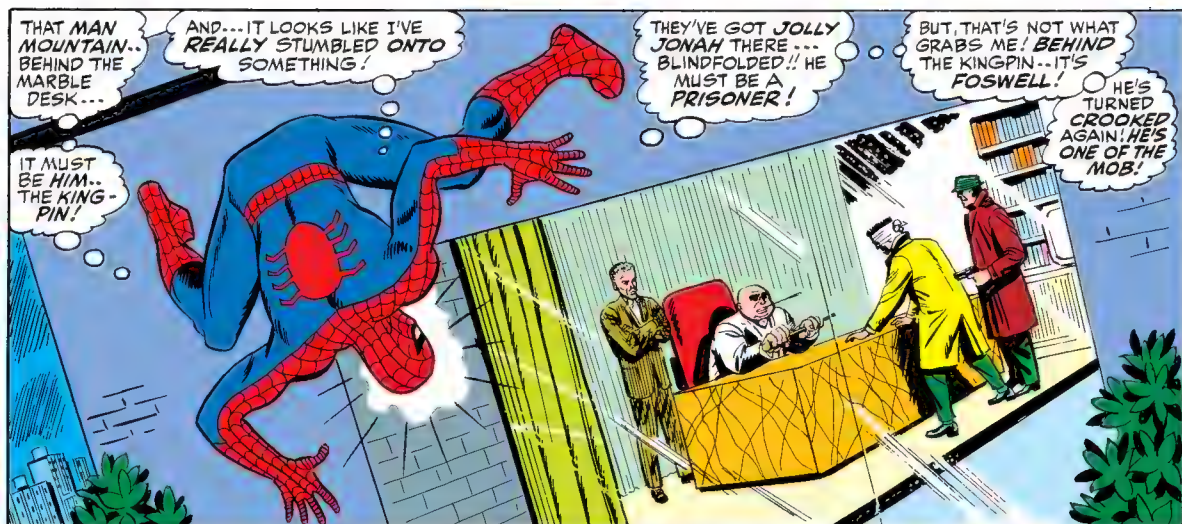
LOOK OUT!!

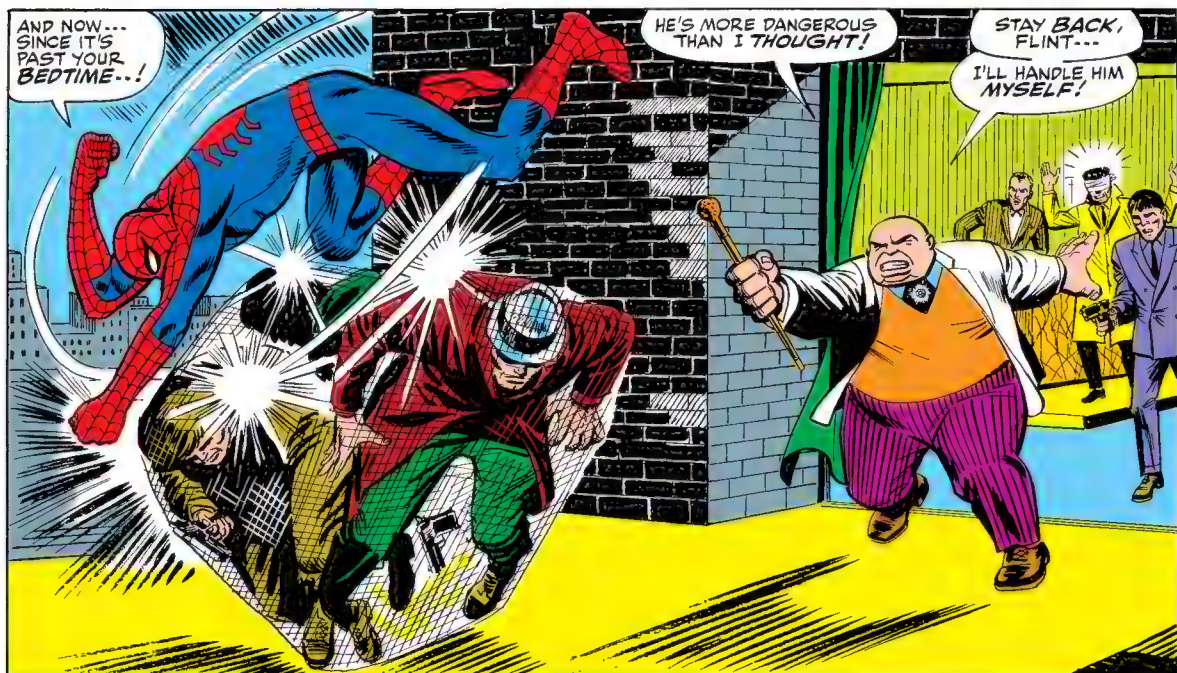




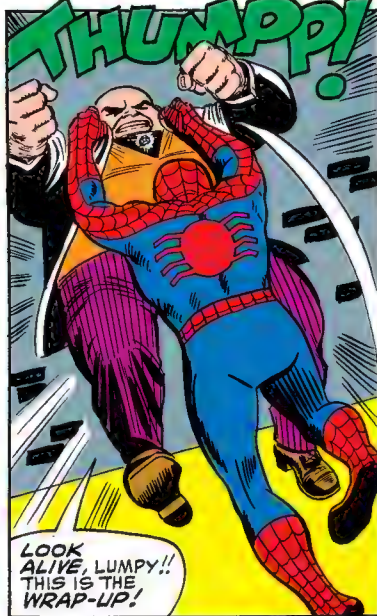
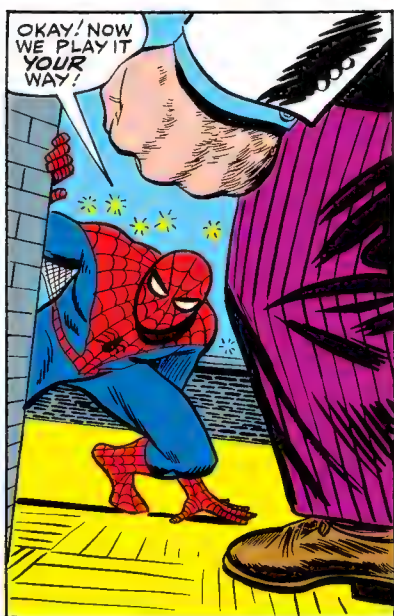
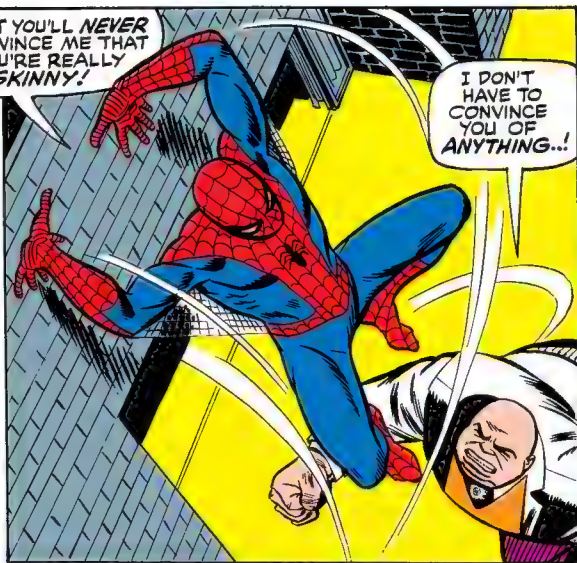
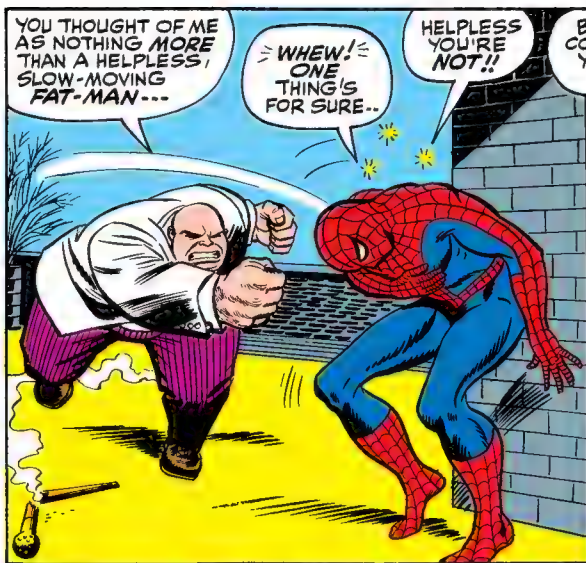


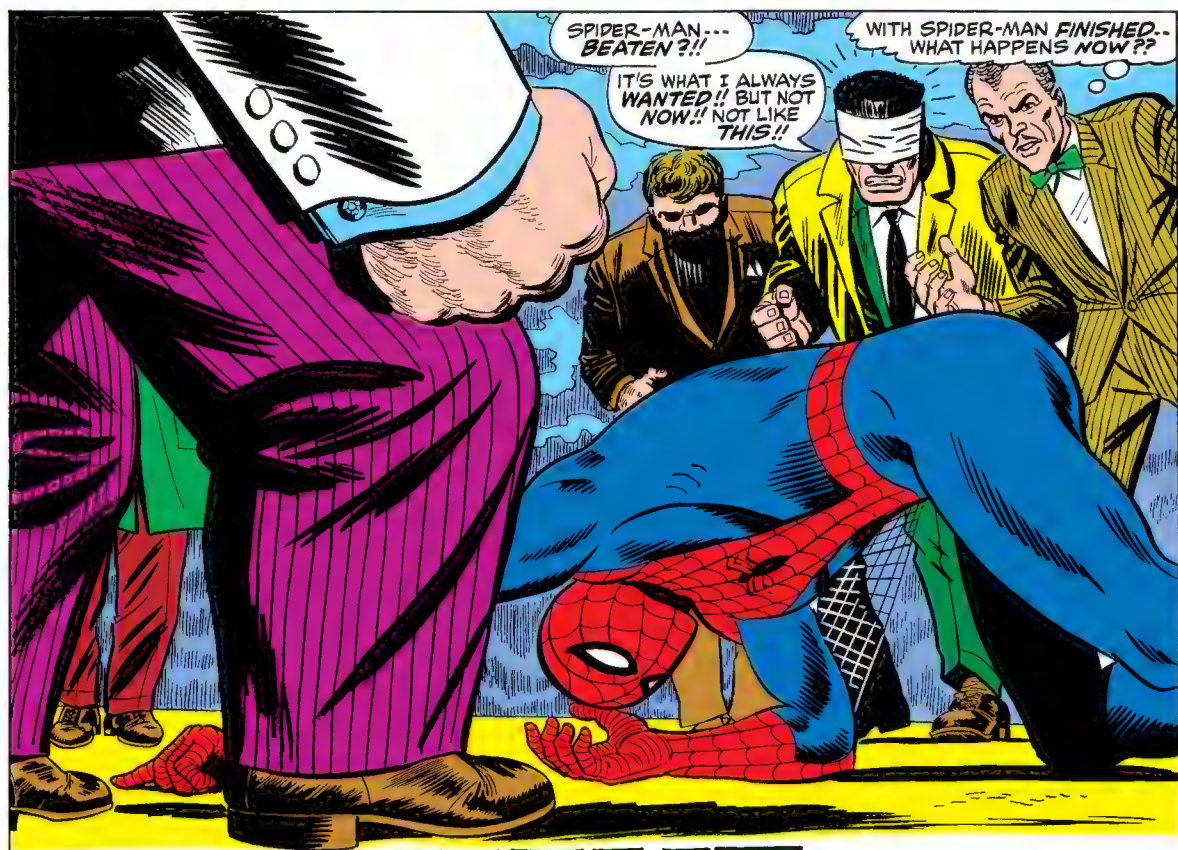












NEXT:

"TO DIE A HERO!"



the AMAZING SPIDER-MAN

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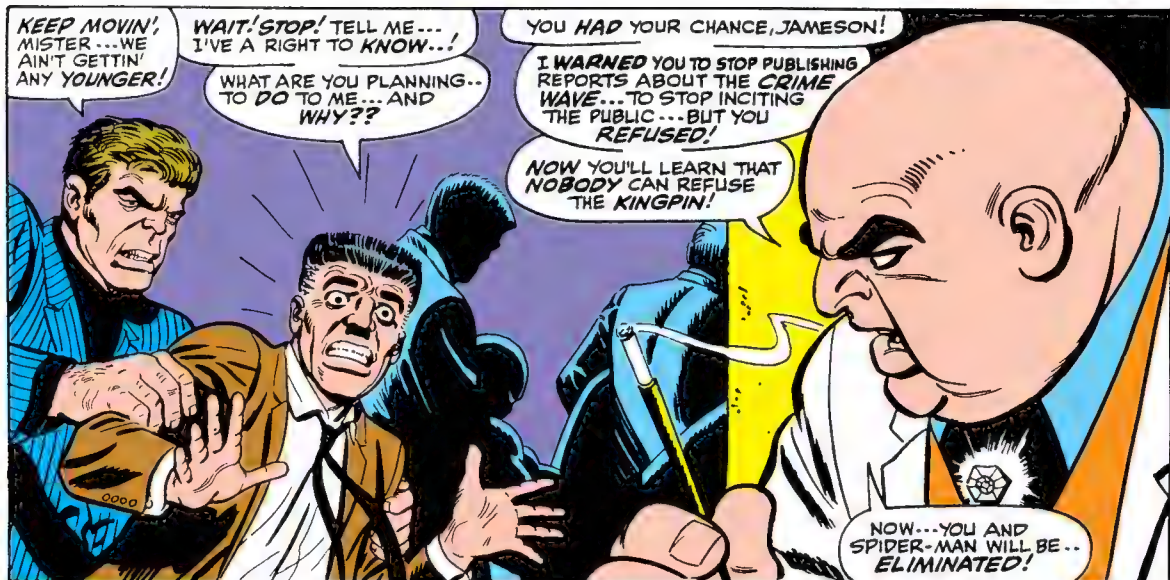
"TO DIE A
HERO!"

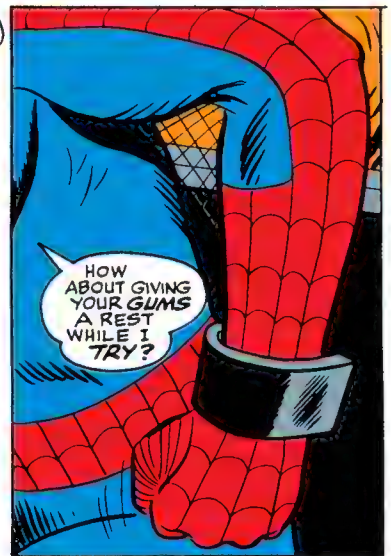
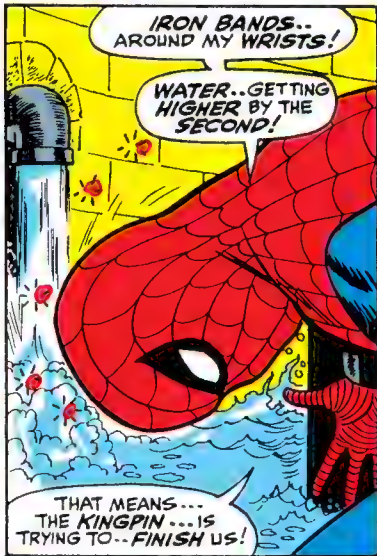


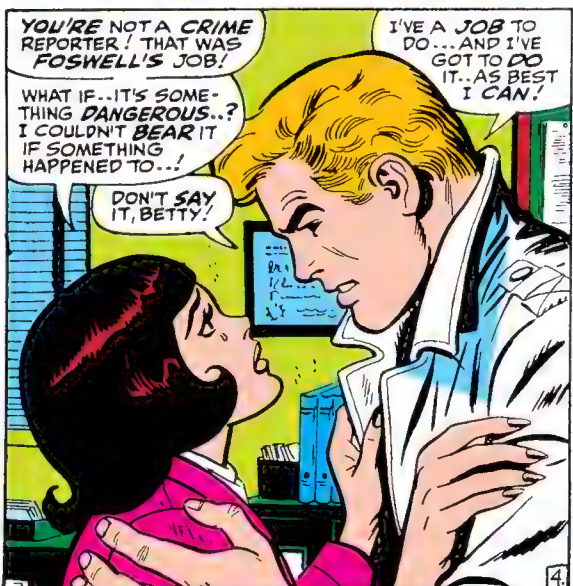
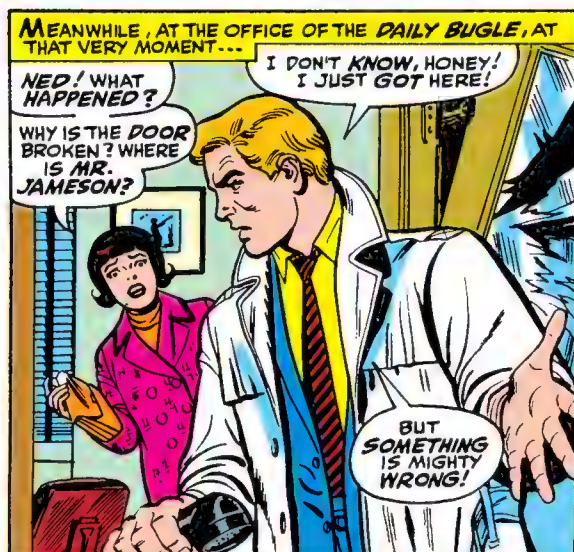
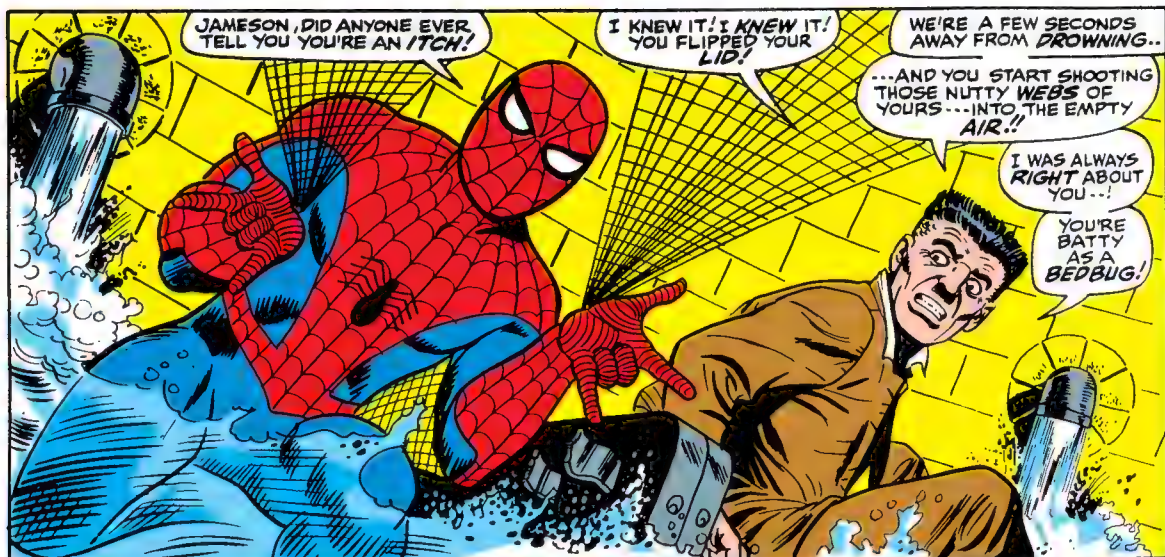
THE AMAZING SPIDER-MAN!™

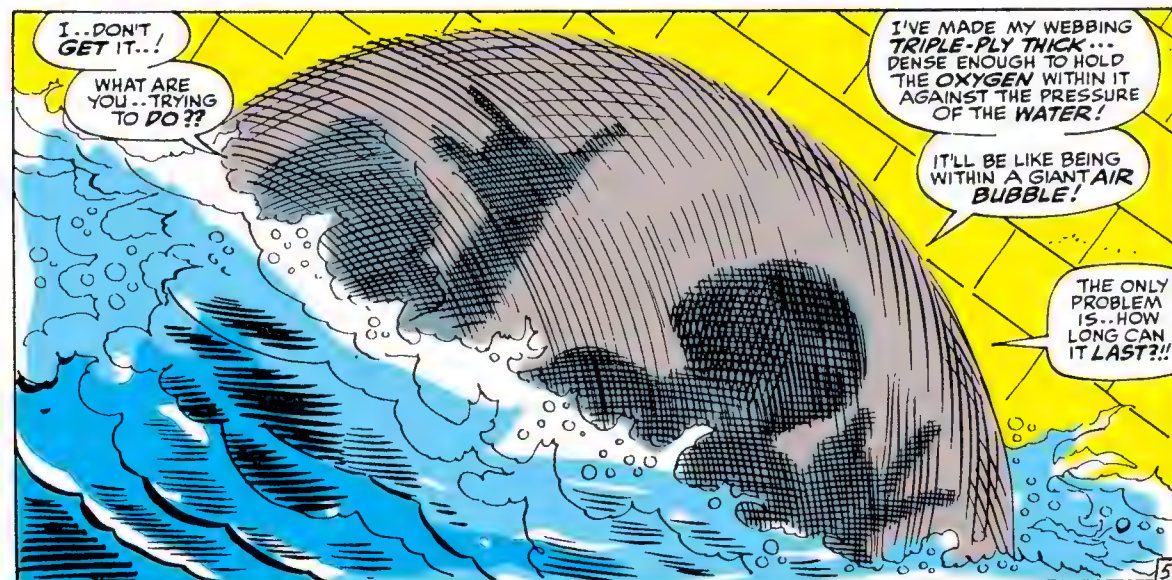
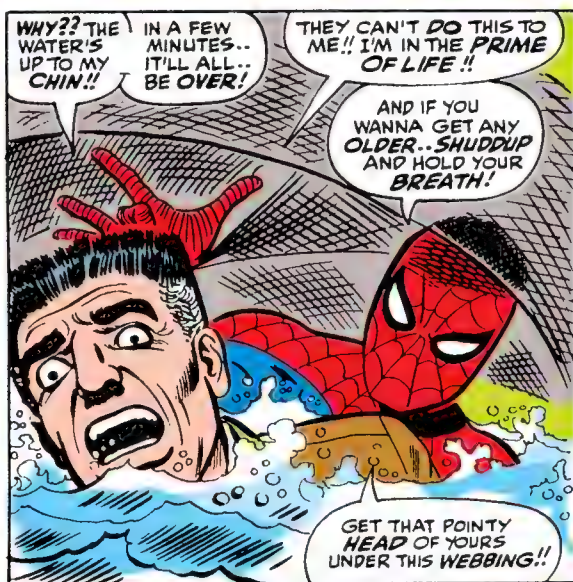
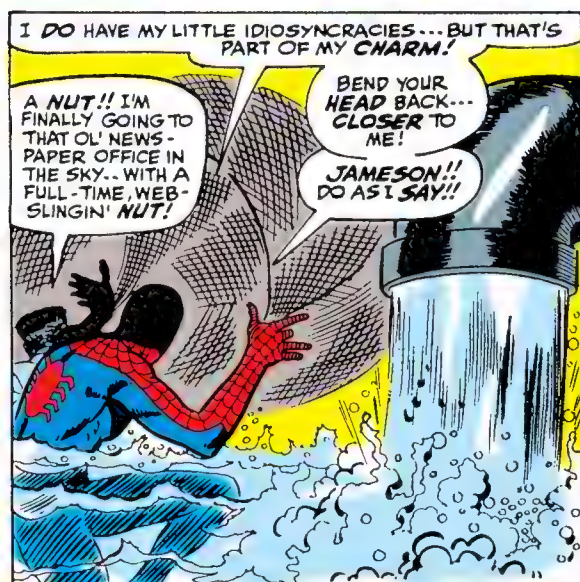
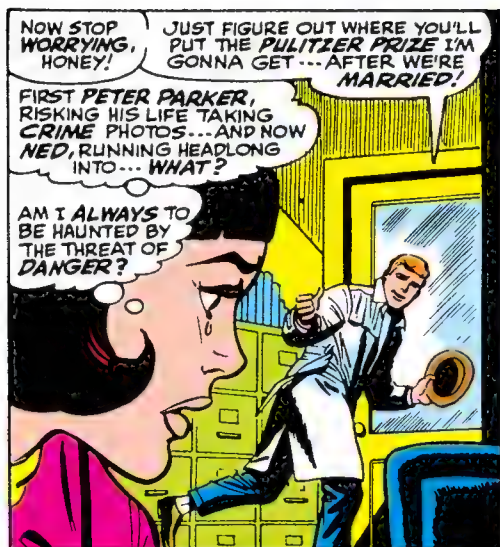
"TO DIE A HERO!"

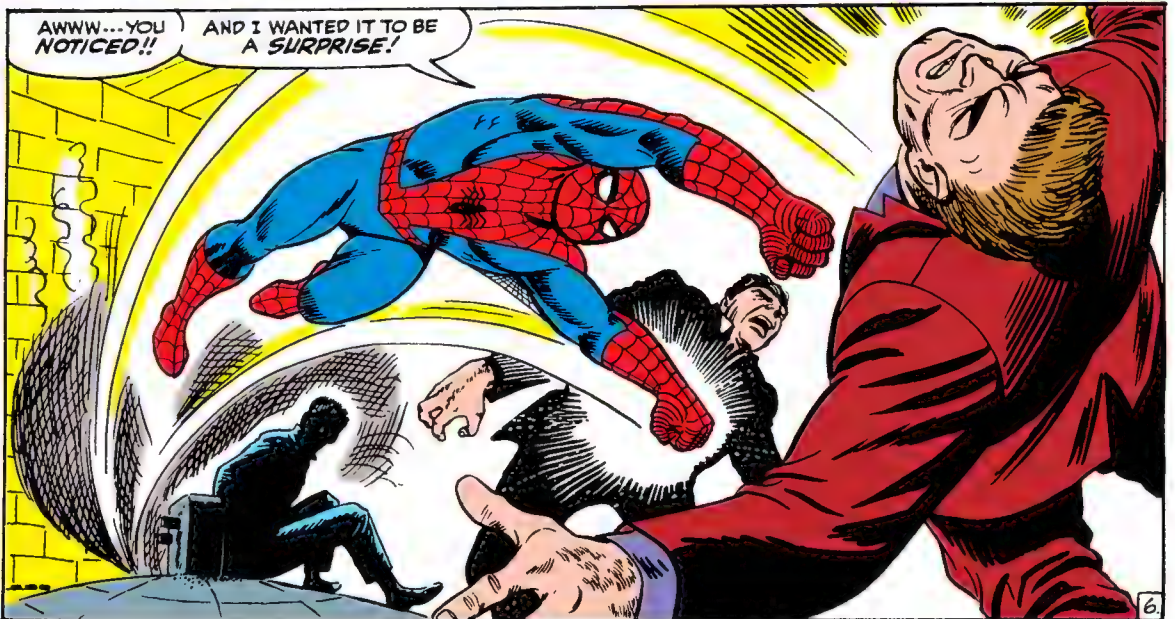
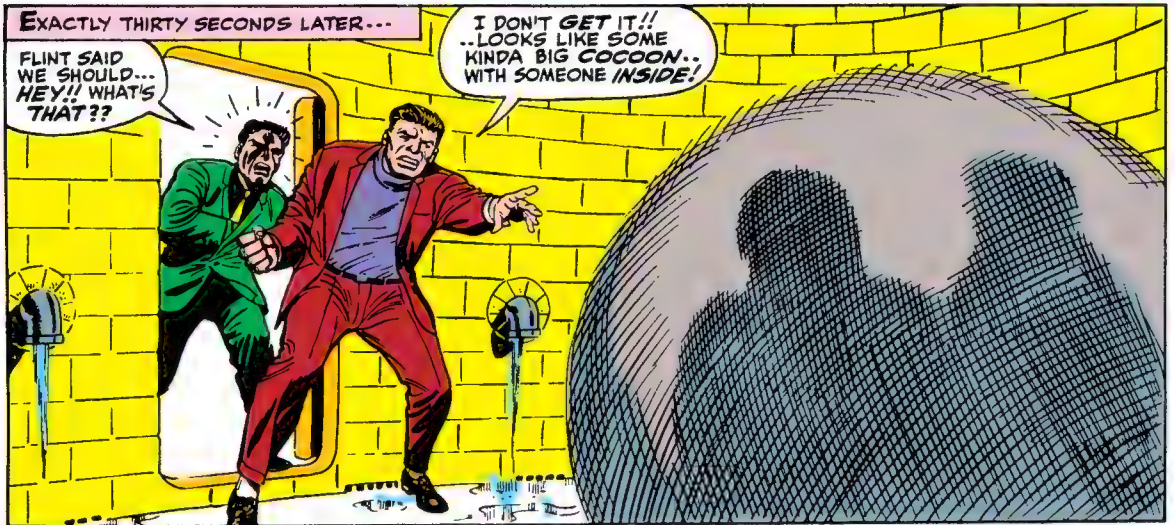
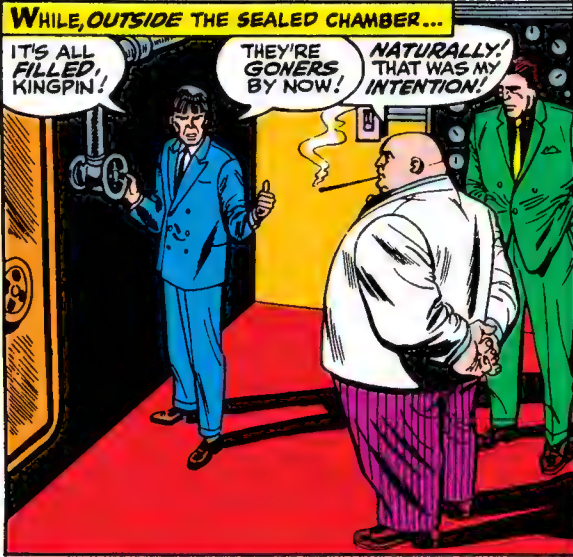


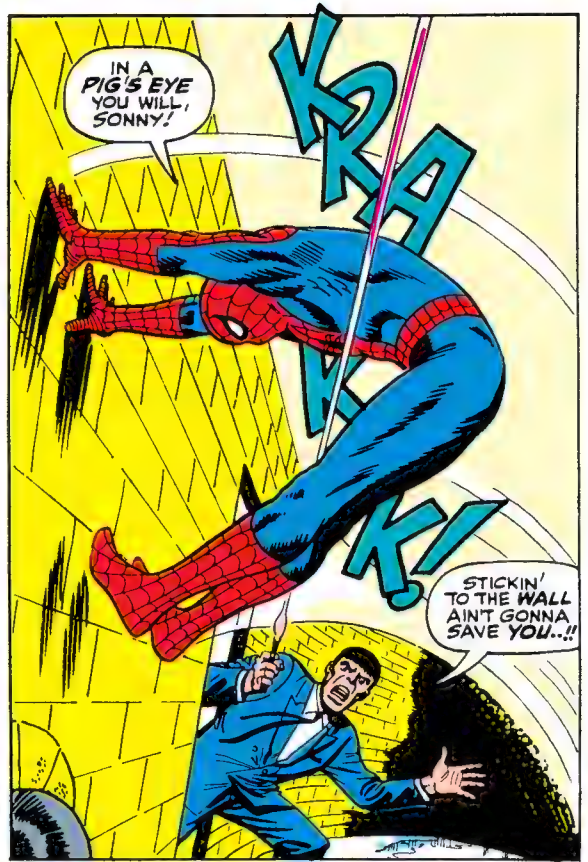


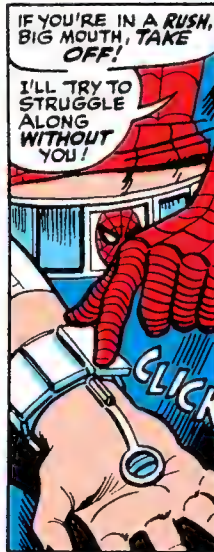
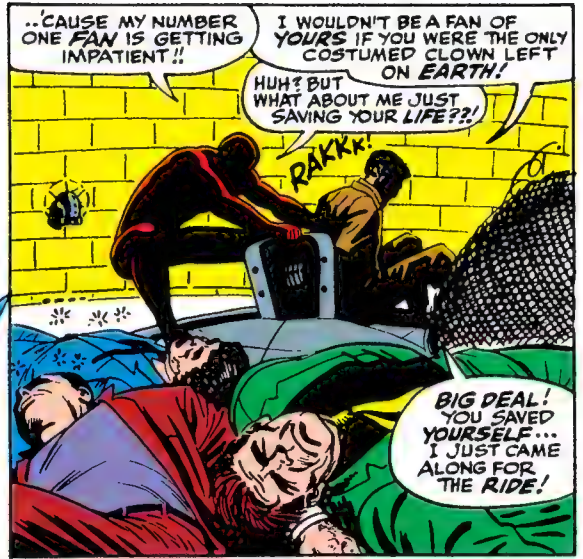


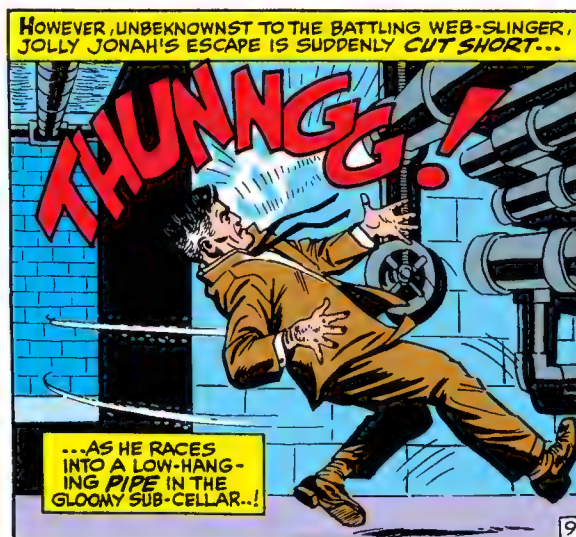
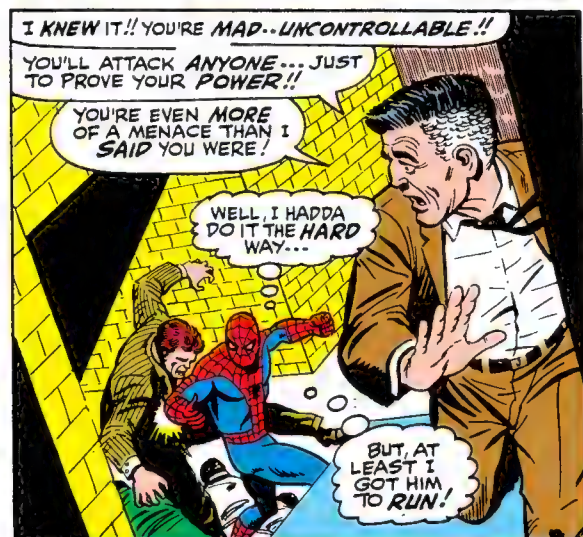
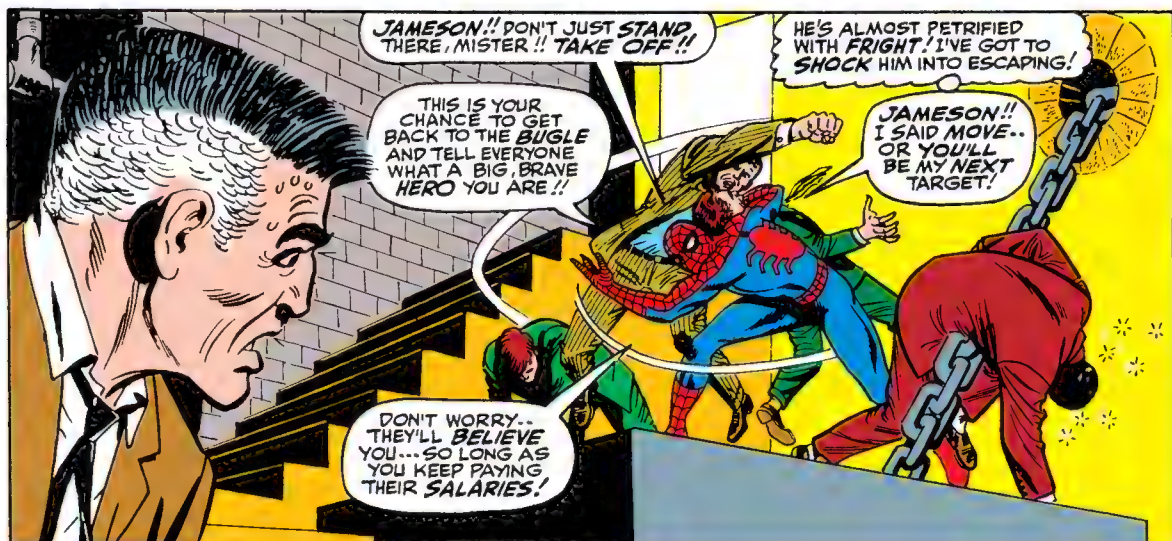


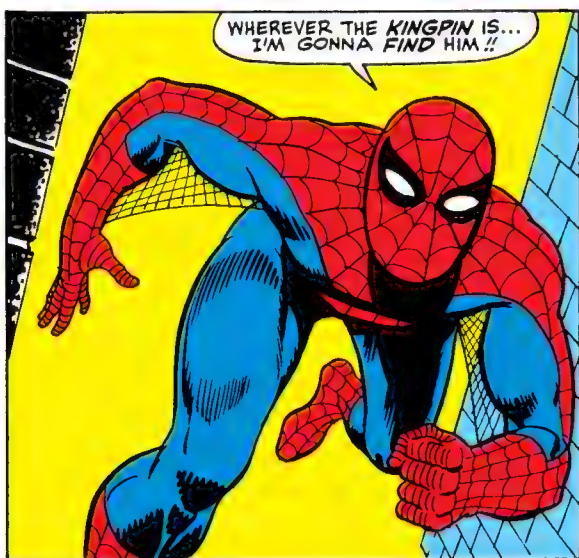
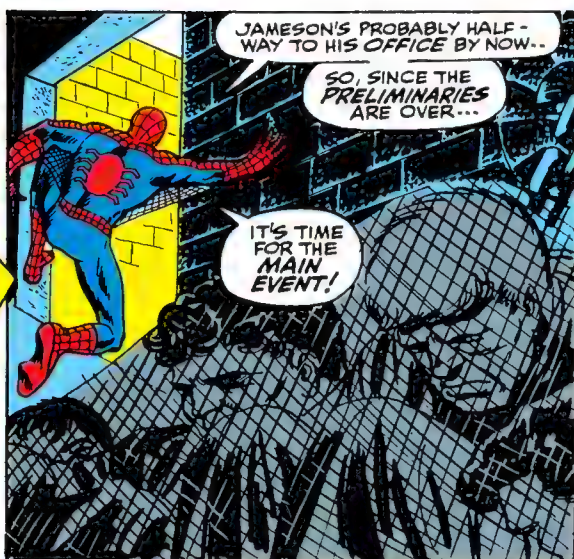
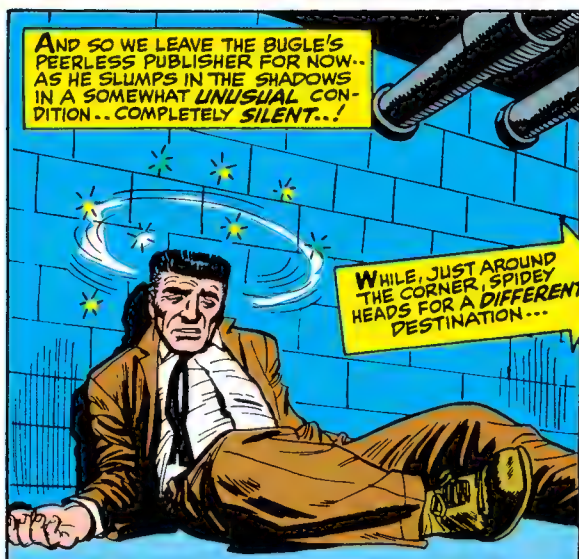


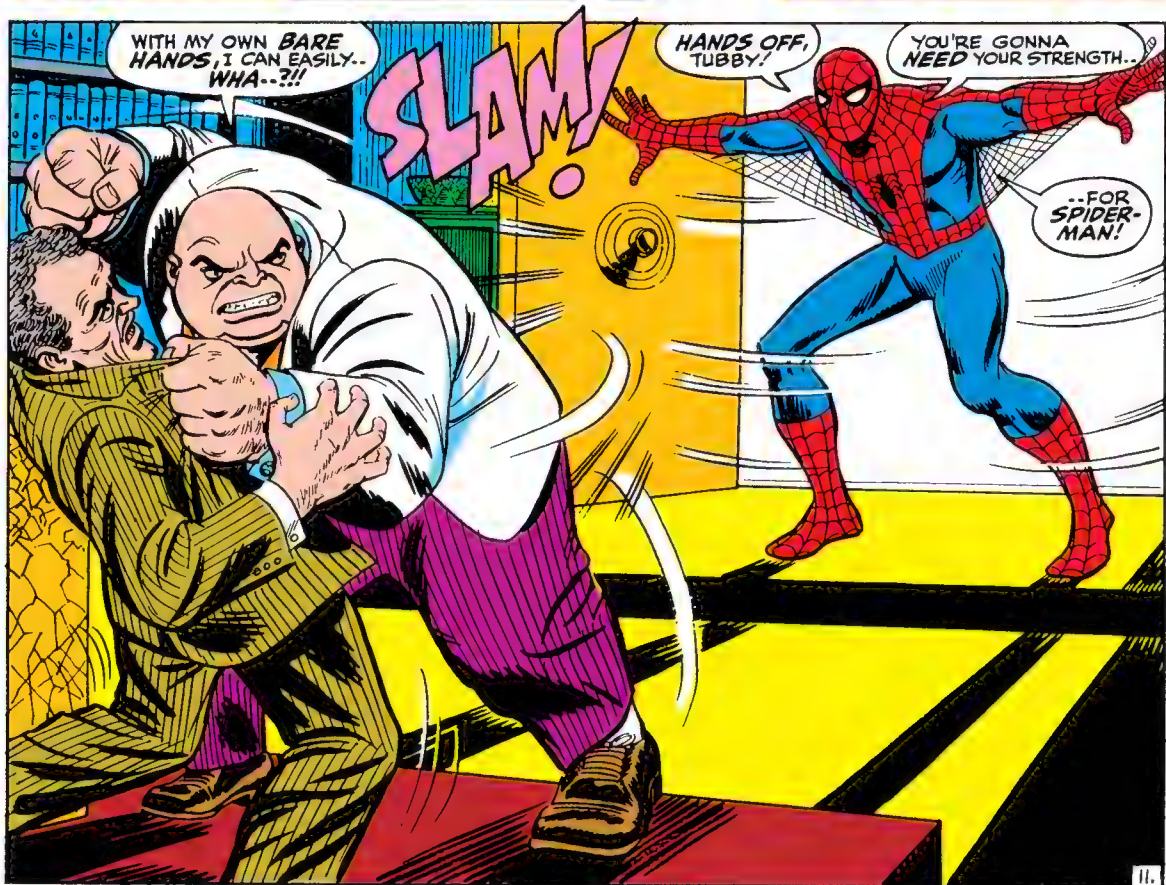


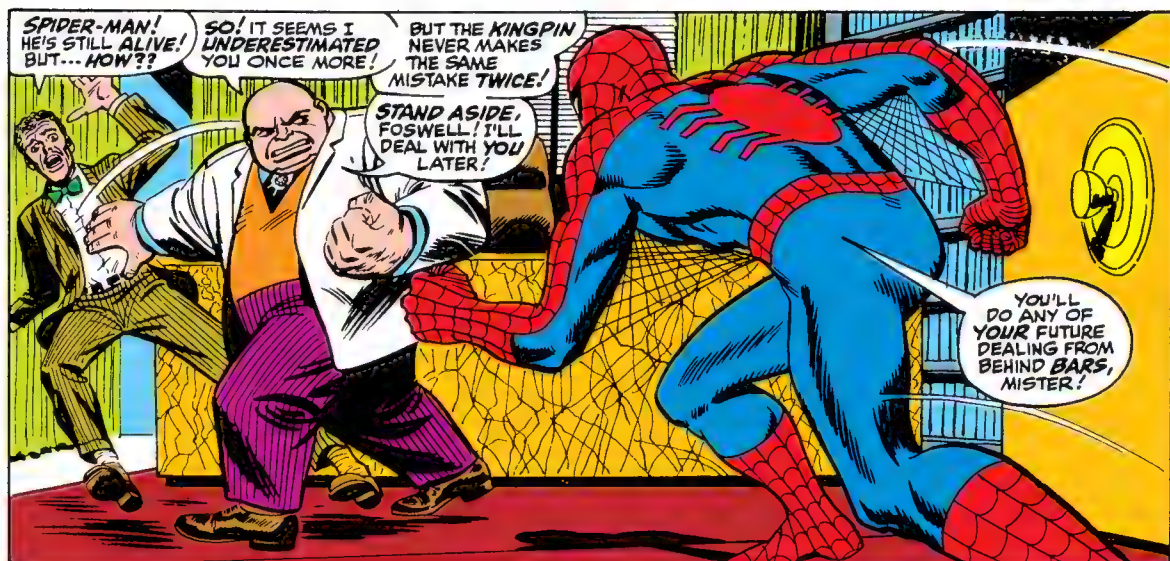












SPIDER-MAN!
HE'S STILL ALIVE!
BUT...HOW??

SO! IT SEEMS I
UNDERESTIMATED
YOU ONCE MORE!

BUT THE KINGPIN
NEVER MAKES
THE SAME
MISTAKE TWICE!

STAND ASIDE,
FOSWELL! I'LL
DEAL WITH YOU
LATER!

YOU'LL
DO ANY OF
YOUR FUTURE
DEALING FROM
BEHIND BARS,
MISTER!

BUT, KNOWING HOW YOU WORRY ABOUT SPIEY IN MOMENTS LIKE THIS, LET'S BREAK THE TENSION FOR A FEW SECONDS AS WE SWITCH OUR SCENE TO THE DOORWAY OF THE SILVER SPOON, WHERE AN UNEXPECTED VISITOR IS JUST ENTERING ...

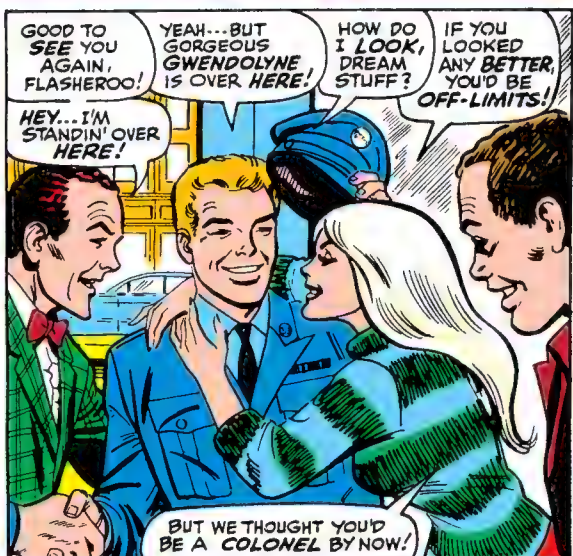


HI, CIVILIANS!

FLASH!! YOU'RE BACK!

HEY! HOW
ABOUT THAT?
WHO'S MINDIN' THE
WAR FOR YOU,
SOLDIER?

WESTMORELAND
PROMISED TO KEEP AN
EYE ON THINGS WHILE
I'M GONE!



GOOD TO
SEE YOU
AGAIN,
FLASHEROO!

YEAH...BUT
GORGEOUS
GWENDOLYNE
IS OVER HERE!

HOW DO
I LOOK,
DREAM
STUFF?

IF YOU
LOOKED
ANY BETTER,
YOU'D BE
OFF-LIMITS!

HEY...I'M
STANDIN' OVER
HERE!

BUT WE THOUGHT YOU'D
BE A COLONEL BY NOW!



SHHH! DON'T BREATHE A WORD
OF IT!

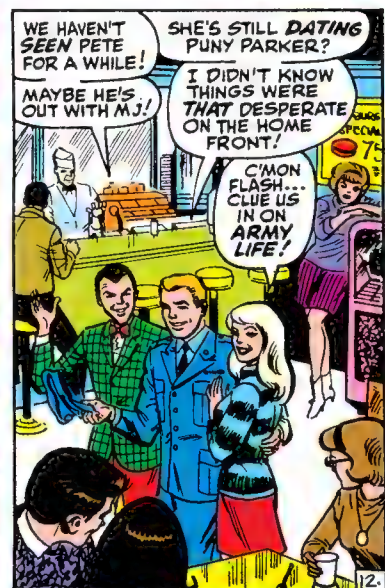
I'M REALLY A THREE-
STAR GENERAL ... BUT I DRESS
THIS WAY 'CAUSE I'M MODEST!

IT'S THOSE SHY-
NESS LESSONS
YOU TOOK FROM
MARY JANE!



SAY! SPEAKING OF M.J., WHERE'S
SHE HIDING? AND WHAT ABOUT OL'
HARRY'S ROLICKIN' ROOMMATE?

US CONQUERING HEROES
EXPECT A FULL TURNOUT WHEN
WE COME WALTZIN' HOME ON
FURLOUGH.



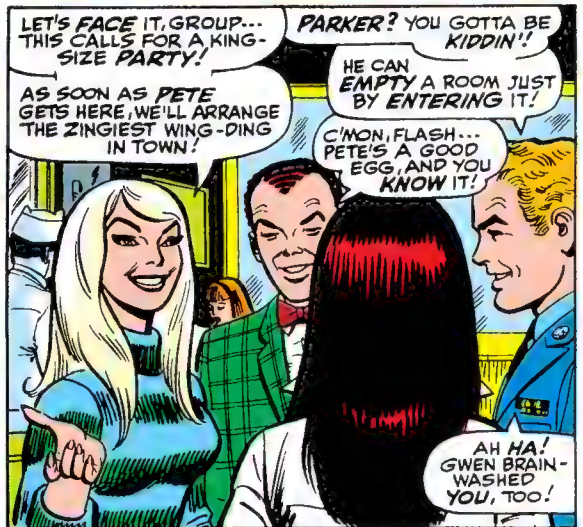
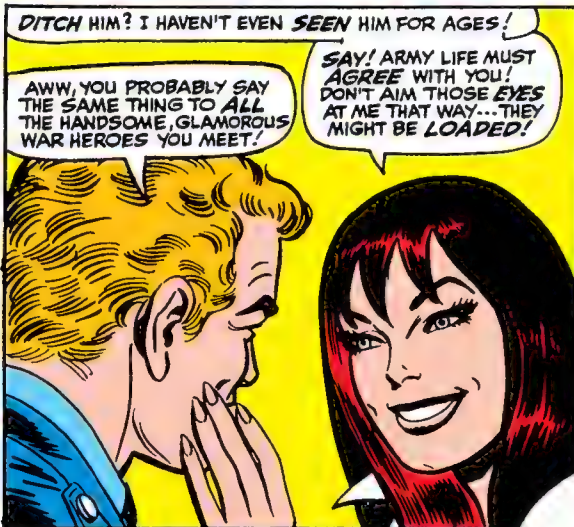
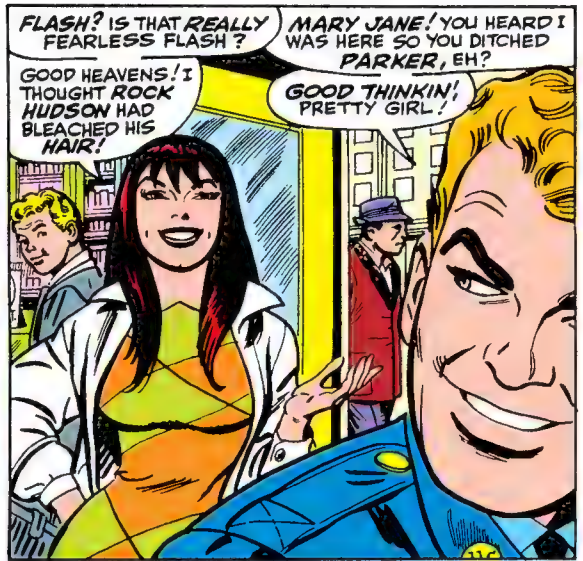
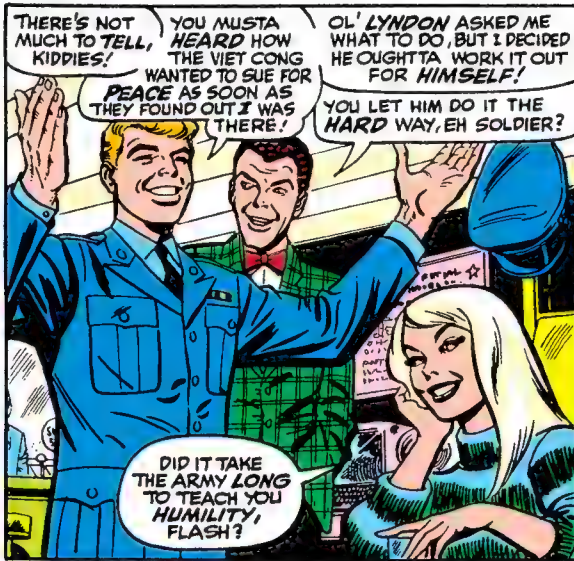
WE HAVEN'T
SEEN PETE
FOR A WHILE!

MAYBE HE'S
OUT WITH M.J.!

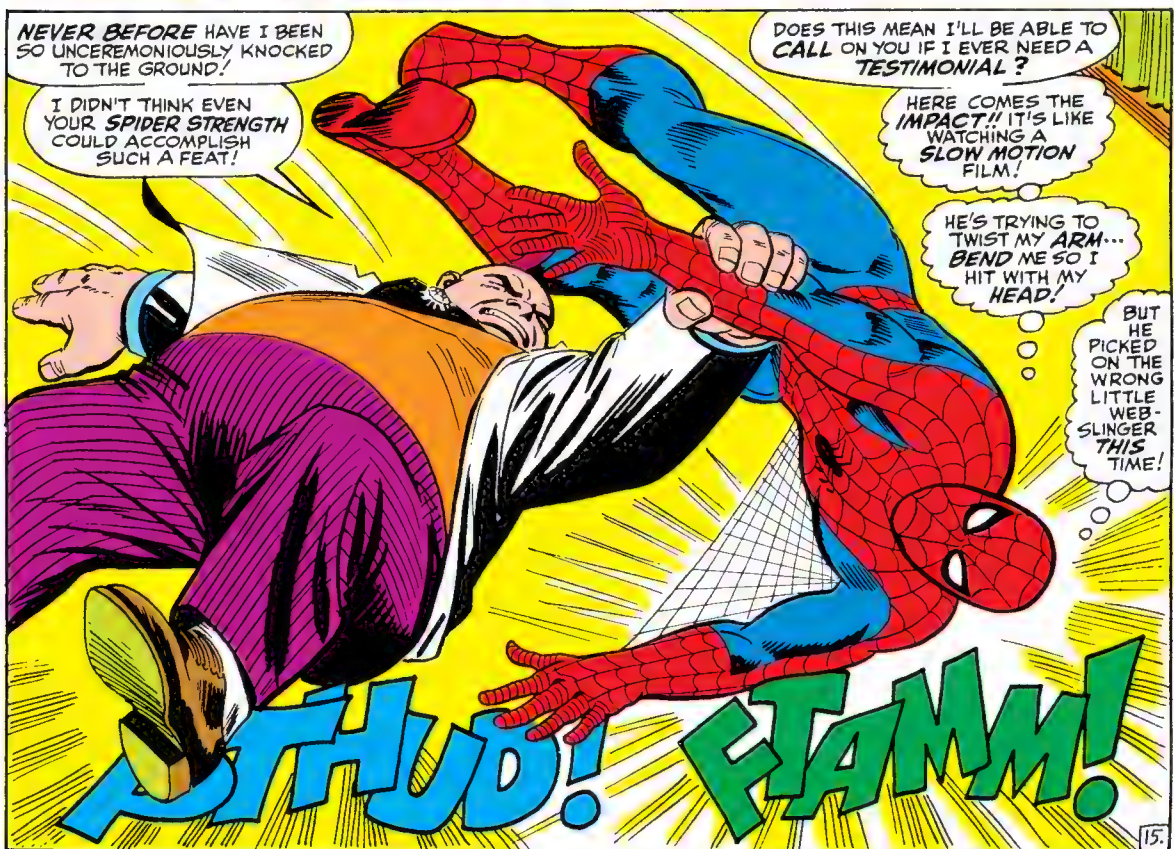
SHE'S STILL DATING
PUNY PARKER?

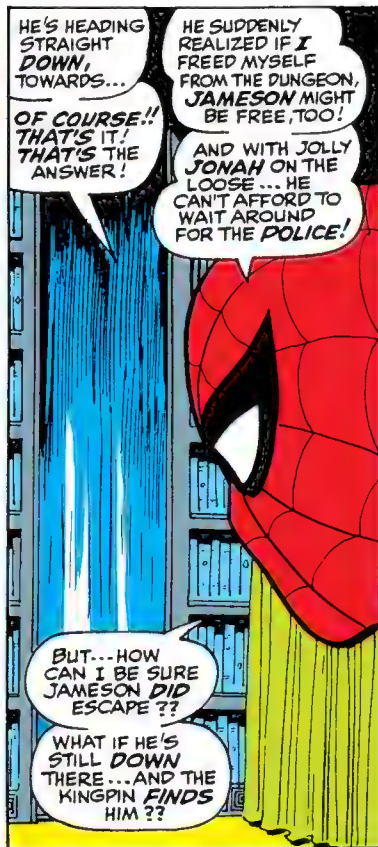
I DIDN'T KNOW
THINGS WERE
THAT DESPERATE
ON THE HOME
FRONT!

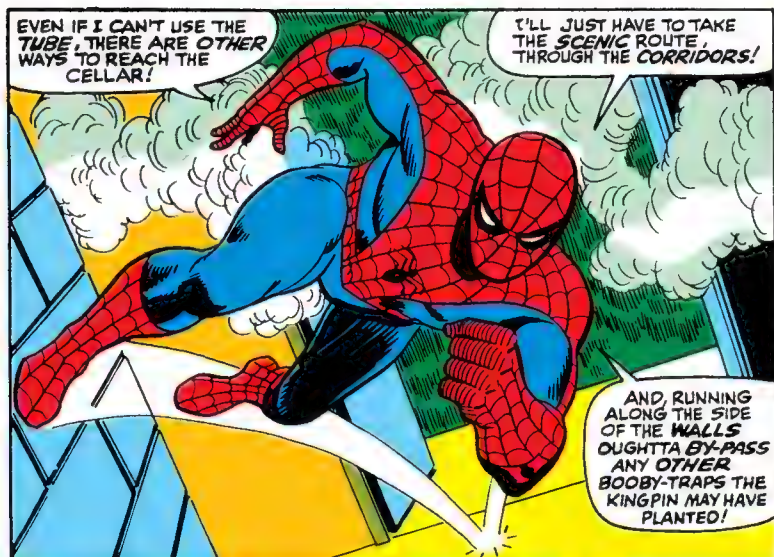
C'MON
FLASH...
CLUE US
IN ON
ARMY
LIFE!







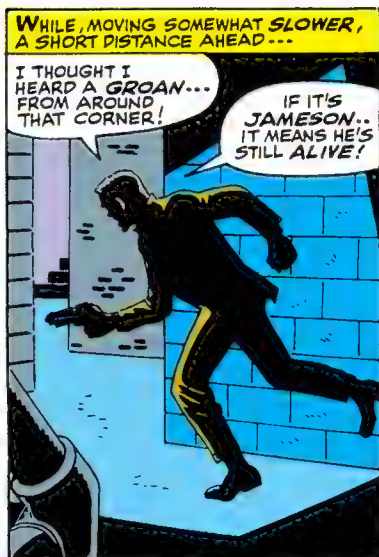




EVEN IF I CAN'T USE THE TUBE, THERE ARE OTHER WAYS TO REACH THE CELLAR!

I'LL JUST HAVE TO TAKE THE SCENIC ROUTE THROUGH THE CORRIDORS!

AND, RUNNING ALONG THE SIDE OF THE WALLS OUGHTTA BY-PASS ANY OTHER BOOBY-TRAPS THE KINGPIN MAY HAVE PLANTED!



WHILE, MOVING SOMEWHAT SLOWER, A SHORT DISTANCE AHEAD...

I THOUGHT I HEARD A GROAN... FROM AROUND THAT CORNER!

IF IT'S JAMESON... IT MEANS HE'S STILL ALIVE!



PLINK!

PLUNK!

PLINK!

OHhhh... MY HEAD...! WHERE AM I? ...WHAT HAPPENED??

WHO'S POUNDING ON ME... WITH A SLEDGE HAMMER...?



I REMEMBER NOW!!

THE KINGPIN... HE TRIED TO KILL ME!!

AND THEN... SPIDER-MAN THREATENED ME!!

EVEN FOSWELL TURNED AGAINST... WAIT!!

WHAT'S THIS... ON MY HEAD...?



IT'S WET!!

IT MUST BE BLOOD!!

I'M WOUNDED!! I'M DYING!!

HELP!! SOMEONE HELLP!



LOOK! IT'S JAMESON!

WE'RE IN LUCK! LET'S GET 'IM---

THE KINGPIN'S GUNMEN!! NOOOO!

HE SOUNDS SCARED!

IT FIGGERS!



THEY'VE GOT GUNS!

WHERE CAN I RUN ?? WHAT CAN I... HUH??!

ANOTHER ONE !!

IT'S FOSWELL!

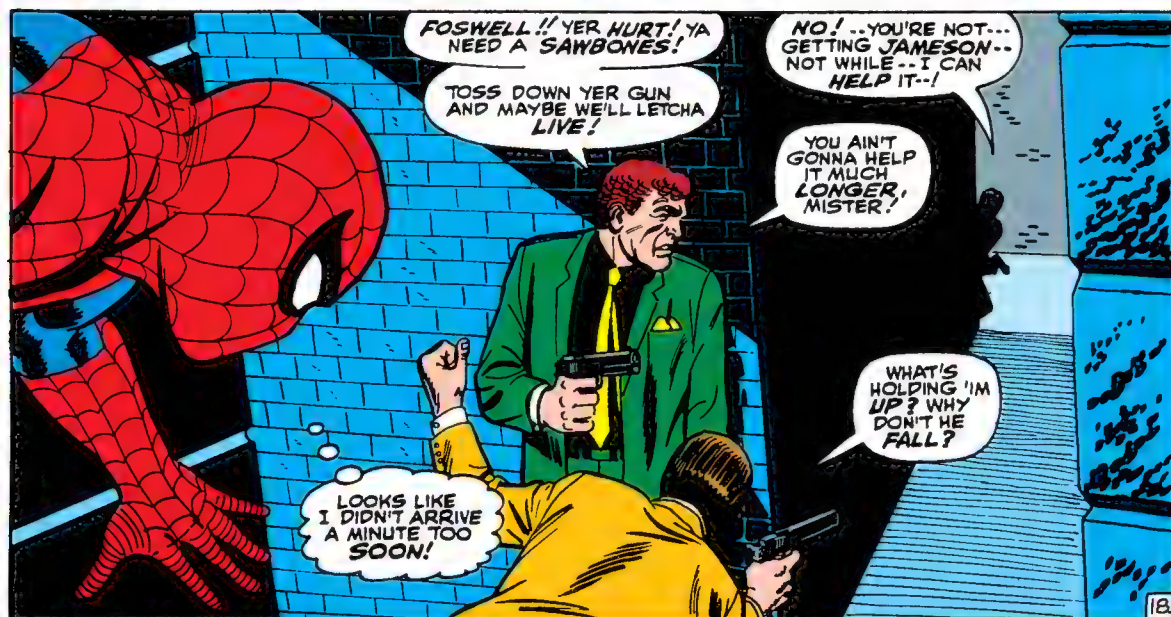
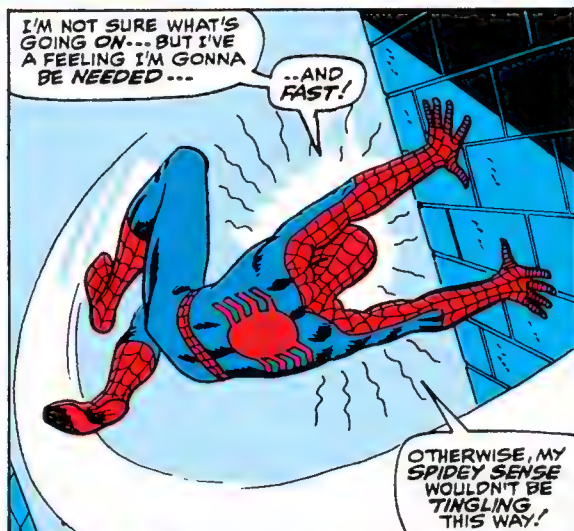
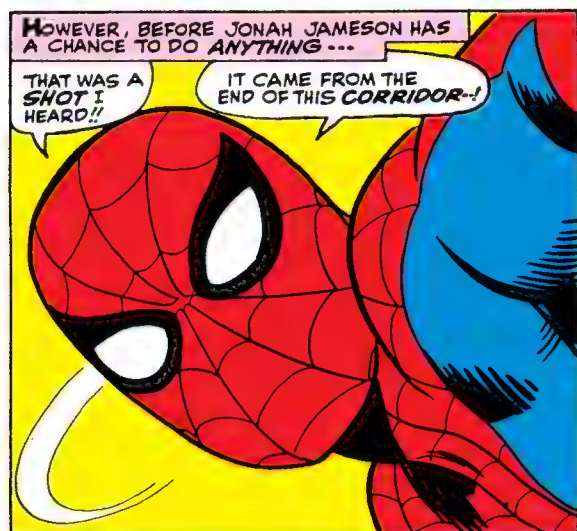
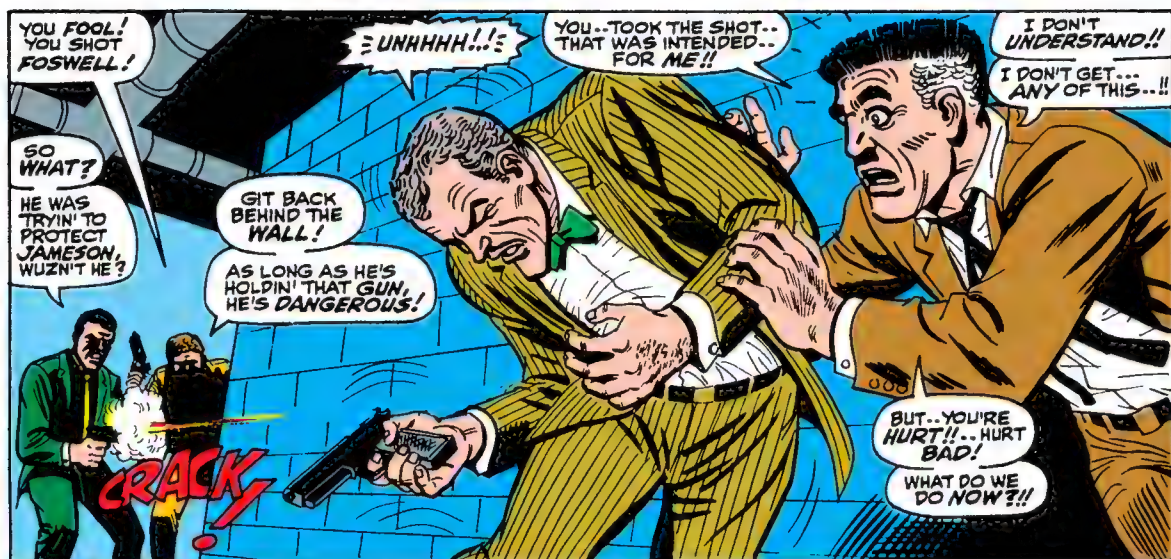
JAMESON!! TURN THIS CORNER...QUICK!!

YOU'RE THE ONLY ONE WHO EVER HELPED ME... OR GAVE ME A SECOND CHANCE...

I DIDN'T WANT YOU TO BE HURT!

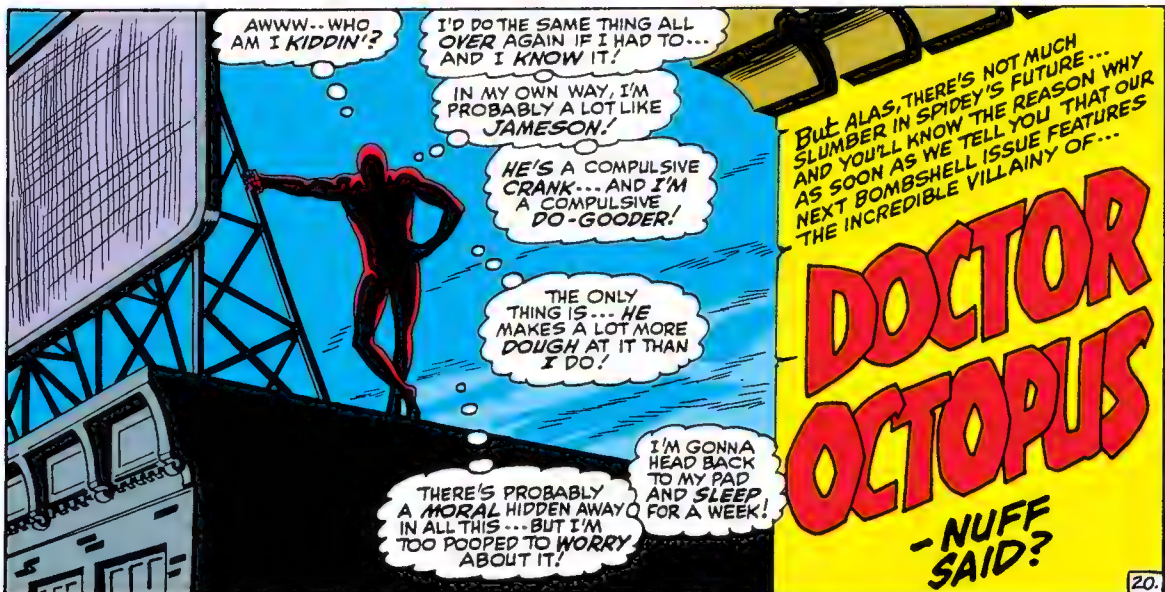
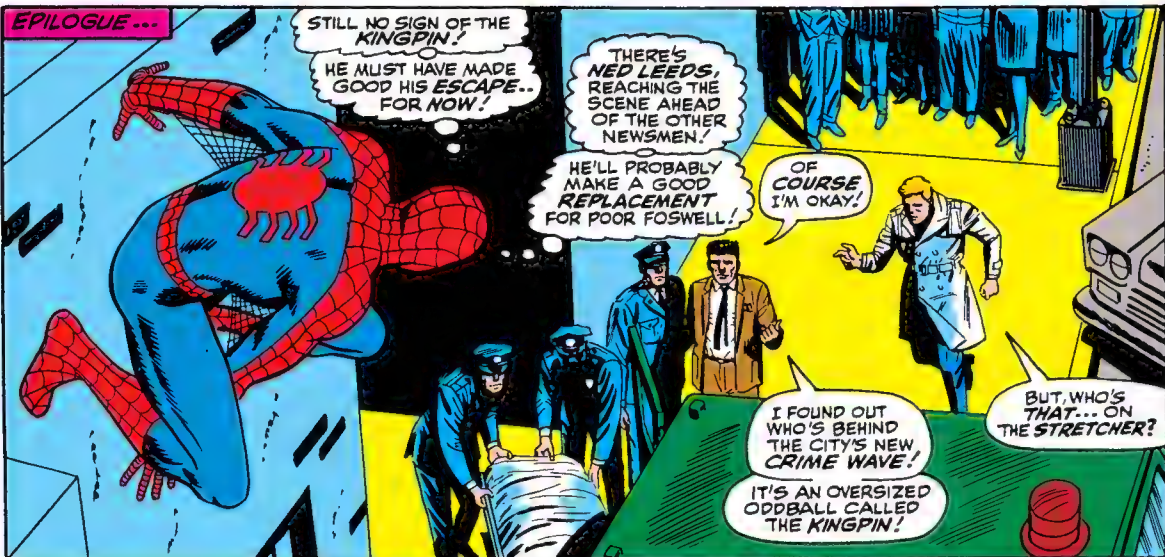
I'LL HOLD 'EM OFF FOR YOU... SOMEHOW!

HURRY, MAN... HURRY!





EPILOGUE...



SPIDER-MAN
SPECIAL

ALL
NEW!

NOT
A
SINGLE
REPRINT!

MARVEL
COMICS
GROUP

25¢
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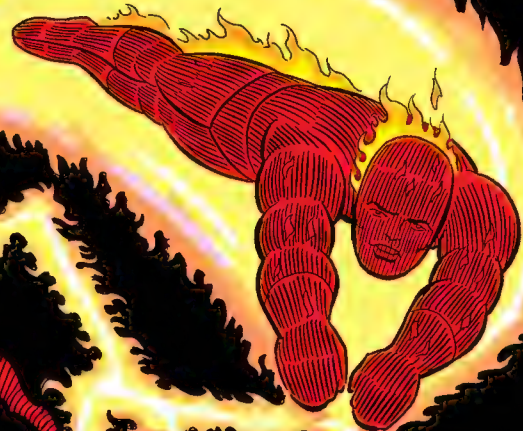
MCG

KING-SIZE SPECIAL!

APPROVED
BY THE
COMICS
CODE
AUTHORITY

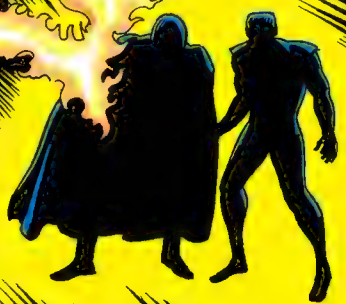
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AN ALL-NEW
41 PAGE EPIC
BATTLE...
STARRING
**SPIDEY
and the
TORCH!**



PLUS:
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AND
TWO GREAT
MYSTERIOUS
**GUEST
VILLAINS!**

"THE WEB
AND
THE FLAME!"



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"THE WEB AND THE FLAME!"

41 FRANTIC
PAGES
OF FABULOUS,
FAR-OUT THRILLS
AS
SPIDEY
AND THE
TORCH
BATTLE AND BRAWL
FROM
COAST-TO-COAST!

THE SOUND OF
DESPERATE **SHOUTING**
--THE SCREECHING
OF **BRAKES**--FROM
AROUND THE **CORNER!**

I'D BETTER SWING
ON DOWN AND SEE
WHAT'S **SHAKIN'!**

MYSTERY-LOVERS! WE'VE GOT A GOOFY NEW TREAT
FOR YOU! ALL WE'RE TELLING IS THAT OUR LILTIN'
LEADER, **STAN (THE MAN) LEE** SCRIPTED THIS YARN,
MICKEY (EVER-DELIGHTFUL) **DEMEO** DID THE INKING,
AND ADORABLE **JERRY FELDMANN** DID THE LOVABLE
LETTERING! BUT, WE'RE KEEPING THE **PENCILLER'S**
IDENTITY A **SECRET** TILL THE END! AND SO--

-- YOU'VE GOT THE WHOLE FRENZIED ISSUE
TO FIGURE OUT WHO HE IS! IZZIT A DEAL?
THEN LET'S **TAKE OFF--!**

FOR THE LUVVA PETE--
PARKER, THAT IS--IT'S
THE HUMAN TORCH!

BUT, WHAT'S THAT
BLAZING
BIRDBRAIN
TRYING TO DO?

IT LOOKS LIKE
HE'S RUNNING
AMOK!!

HE SIZZLED THROUGH
THAT ARMORED CAR
AS IF IT'S MADE OF
PAPER!

THE TORCH
HAS TURNED
BAD--!!

AND NO ONE
CAN STOP 'IM!

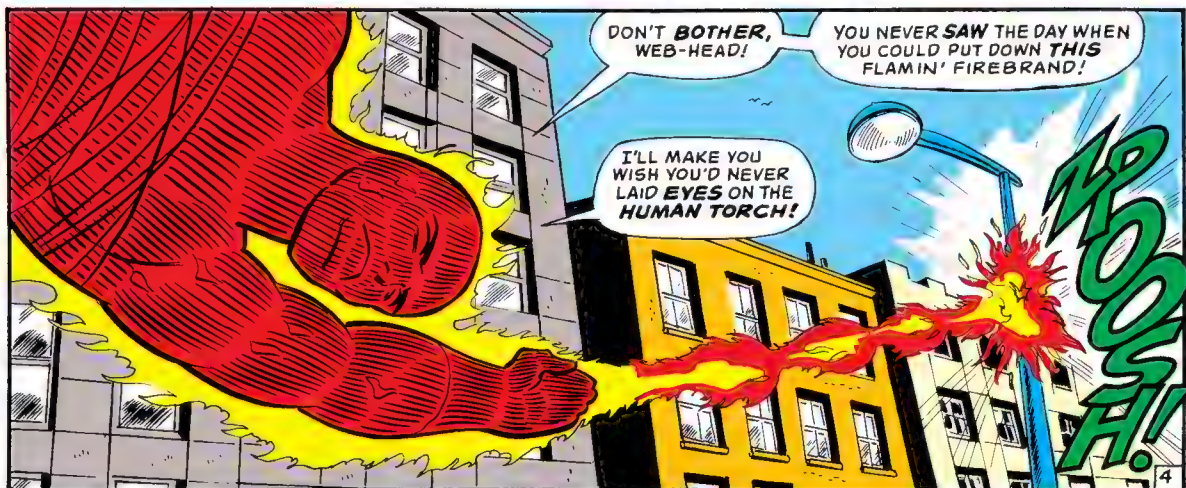
WHY DON'T THE
POLICE GET
HERE--BEFORE HE
BURNS THE WHOLE
CITY DOWN
AROUND US?!!

I KNEW IT!!
I ALWAYS
KNEW IT!

NONE OF THOSE
SUPER-POWERED
SAVAGES CAN BE
TRUSTED!! THEY'RE
TOO UNCONTROLLABLE!!

THEY'RE MENACES!!
--EVERY SINGLE
ONE OF THEM!







YOU--MELTED THE
LAMPPOST--WITH
THOSE FREAKY
FIREBALLS
OF YOURS!

YEAH--
HOW ABOUT
THAT?

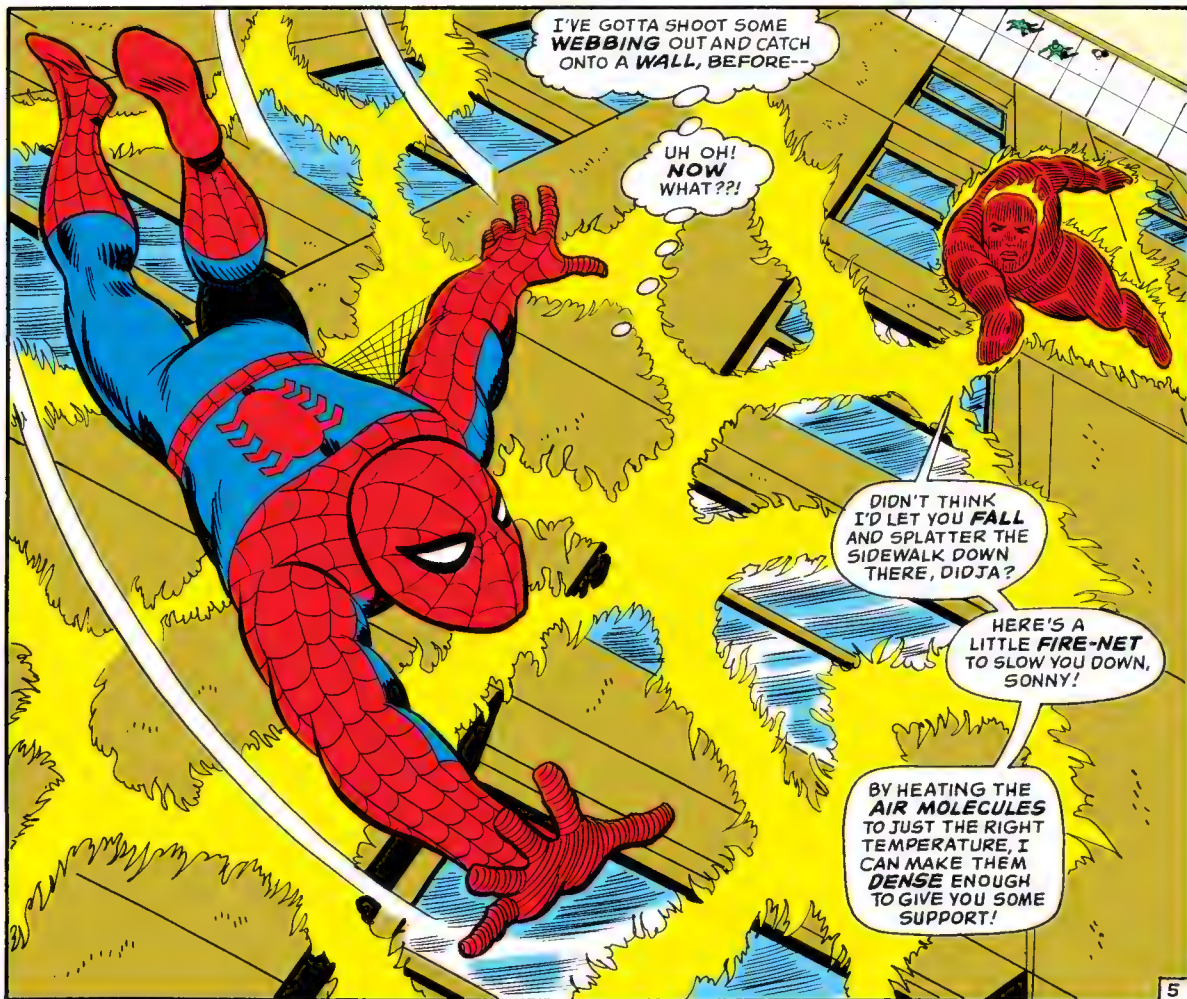
TOO BAD YOU
CAN'T FLY, EH,
WISE GUY?!!



NOW, DON'T
GO 'WAY, SON--!

SOON AS I SPIN
MYSELF LOOSE,
I'LL GET BACK
TO YOU!

IT'S ABOUT
TIME YOU
LEARNED TO
MIND YOUR
OWN BLISTER-
BRAINED
BUSINESS!



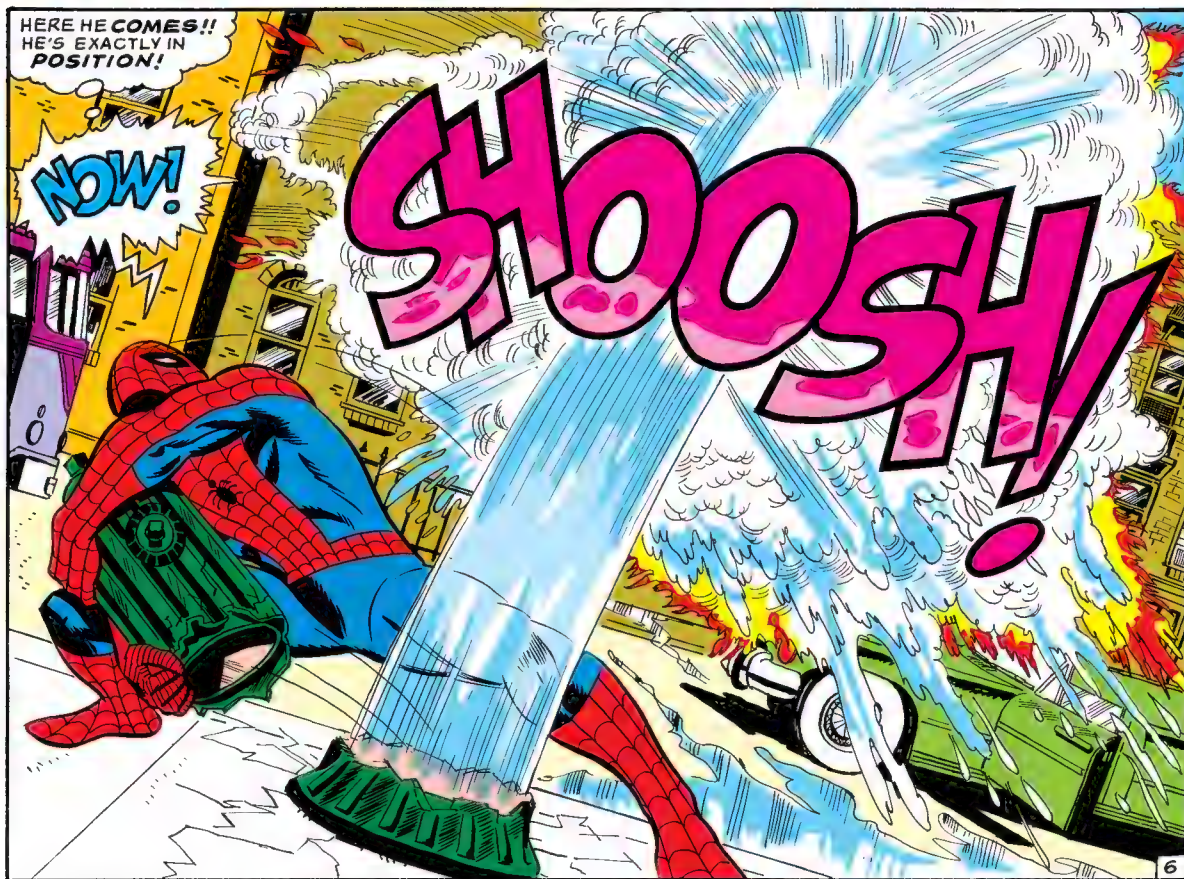
I'VE GOTTA SHOOT SOME
WEBBING OUT AND CATCH
ONTO A WALL, BEFORE--

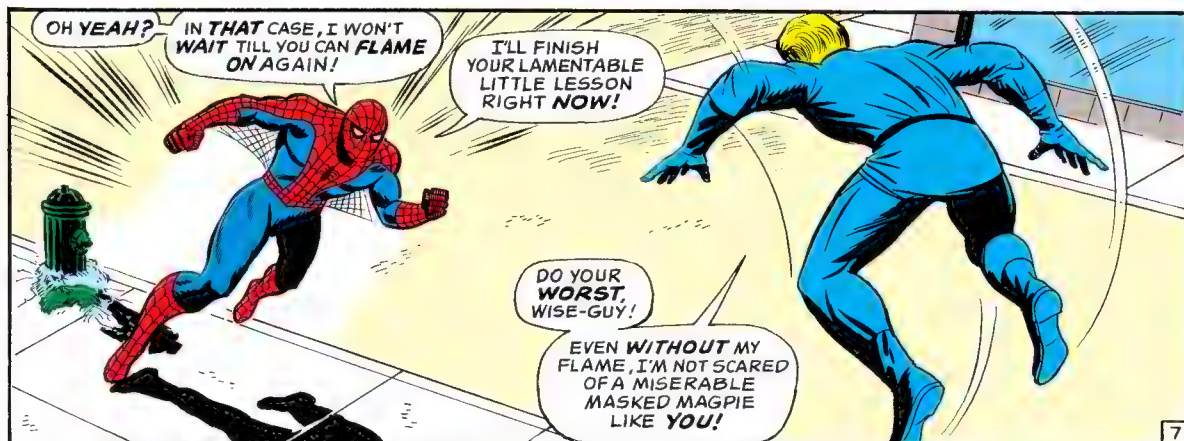
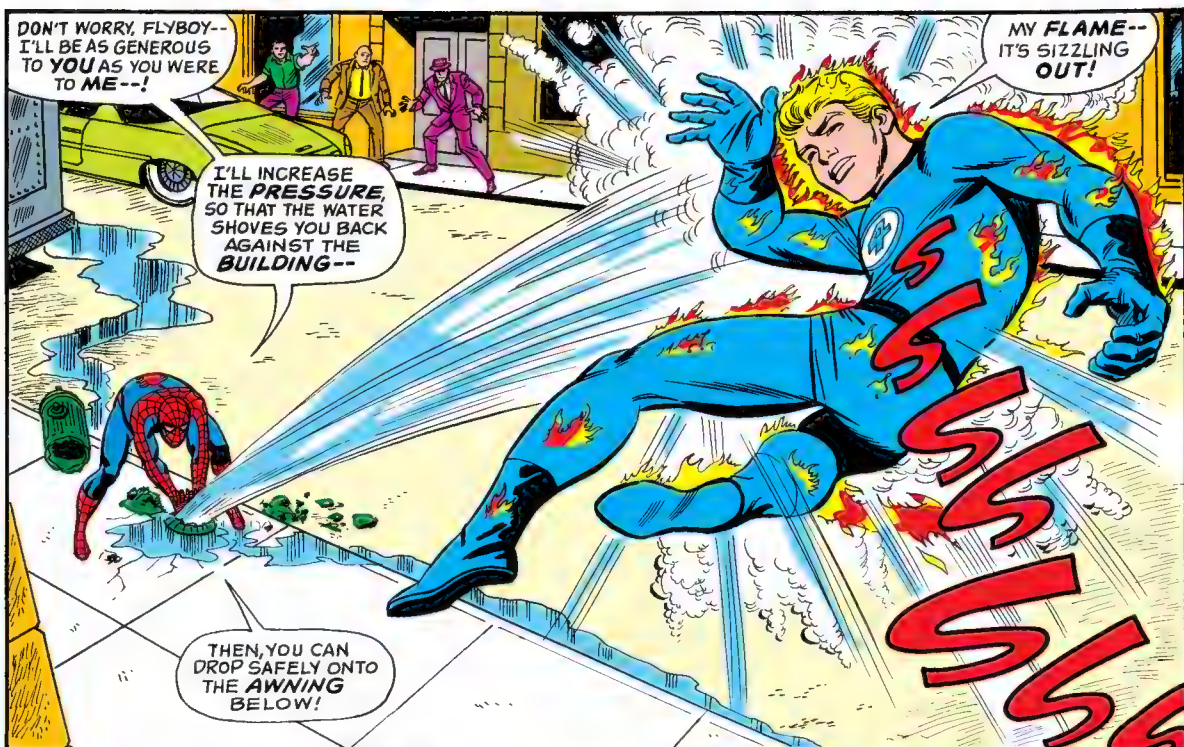
UH OH!
NOW
WHAT??!

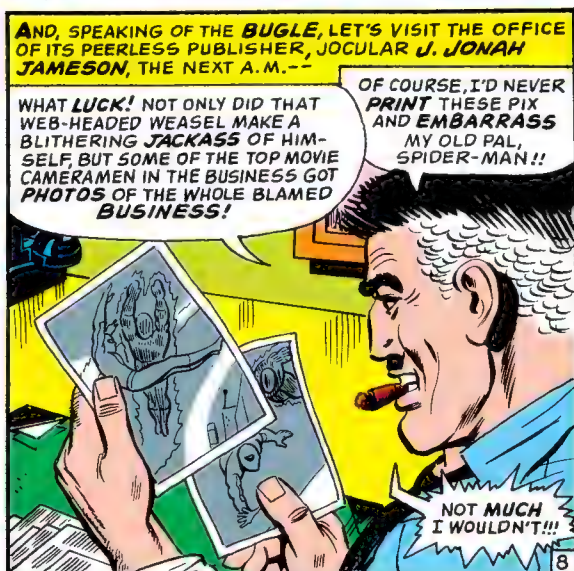
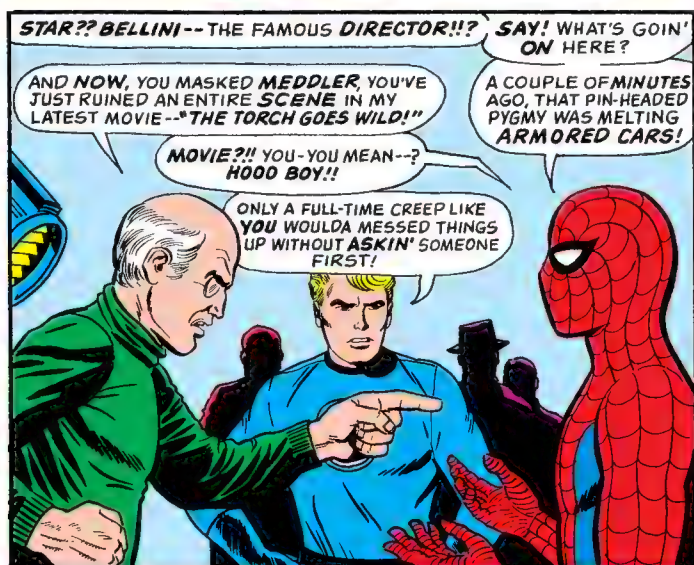
DIDN'T THINK
I'D LET YOU FALL
AND SPLATTER THE
SIDEWALK DOWN
THERE, DIDJA?

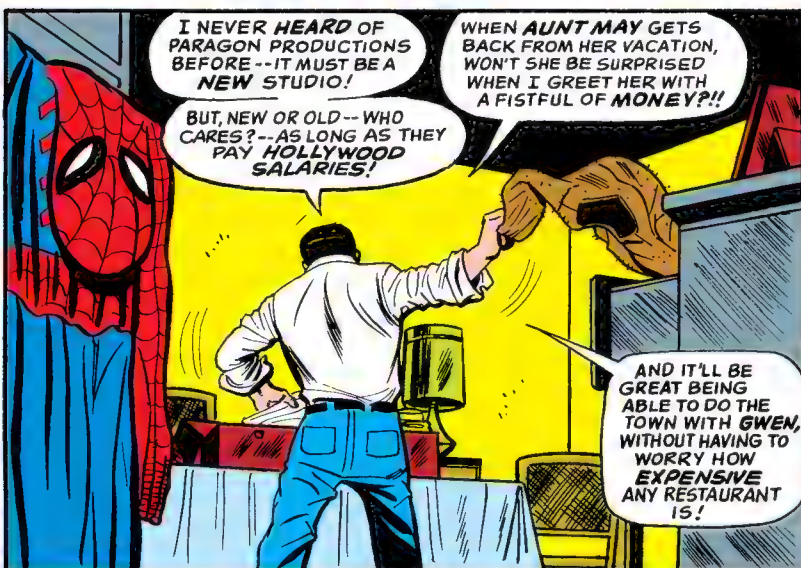
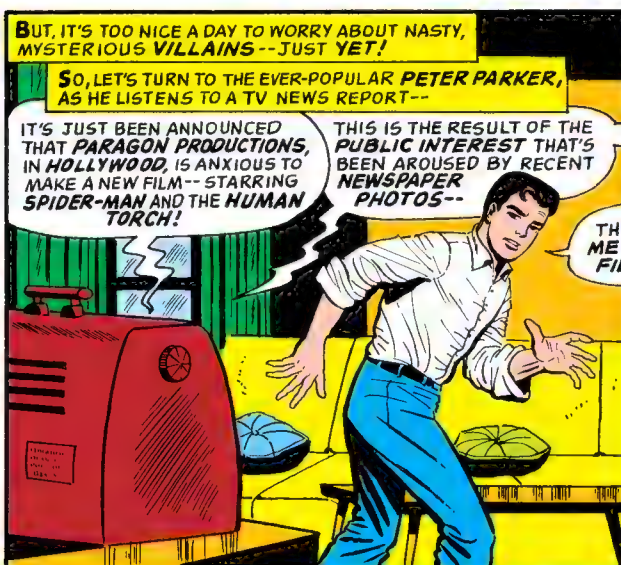
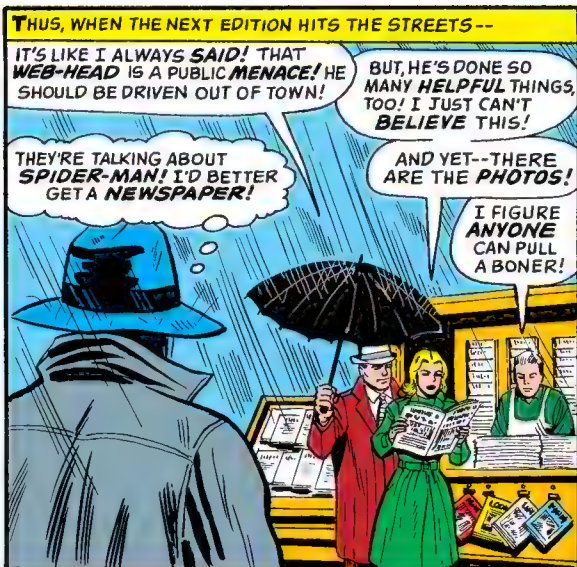
HERE'S A
LITTLE FIRE-NET
TO SLOW YOU DOWN,
SONNY!

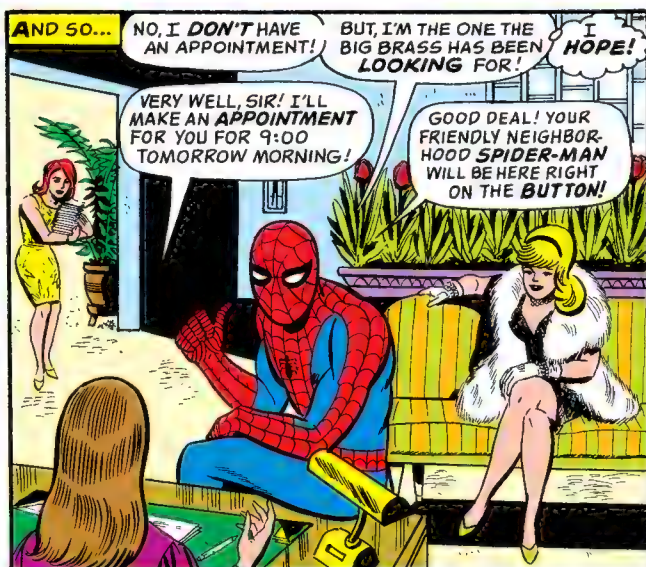
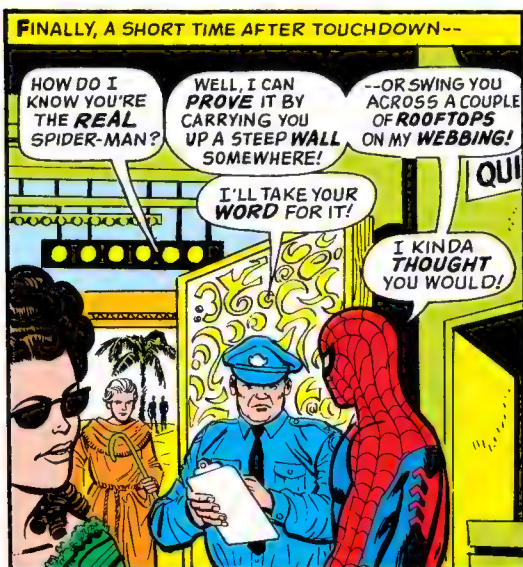
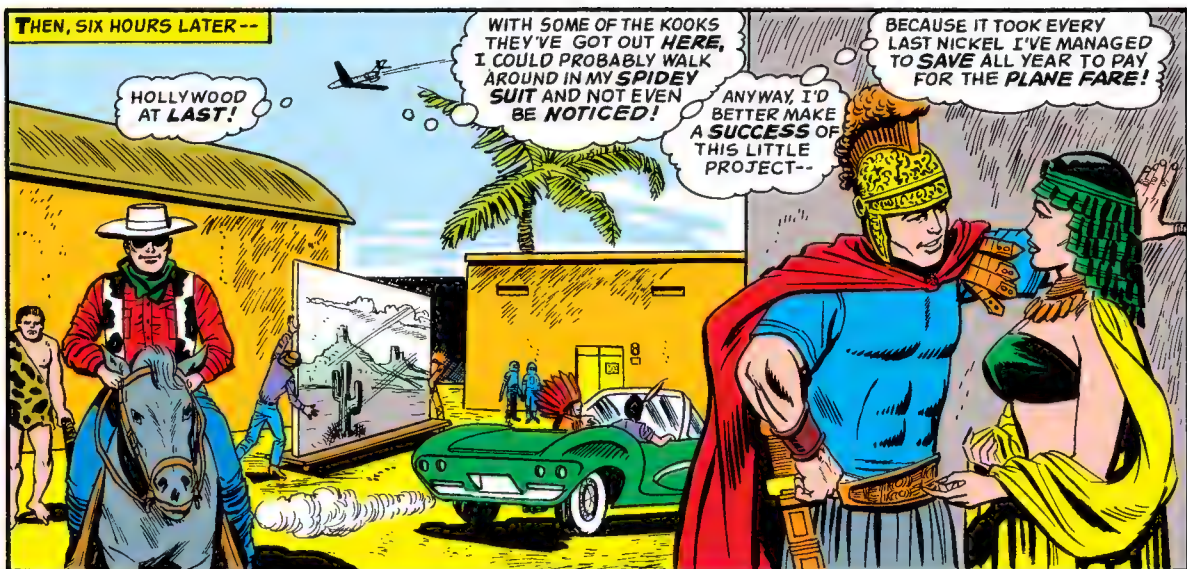
BY HEATING THE
AIR MOLECULES
TO JUST THE RIGHT
TEMPERATURE, I
CAN MAKE THEM
DENSE ENOUGH
TO GIVE YOU SOME
SUPPORT!

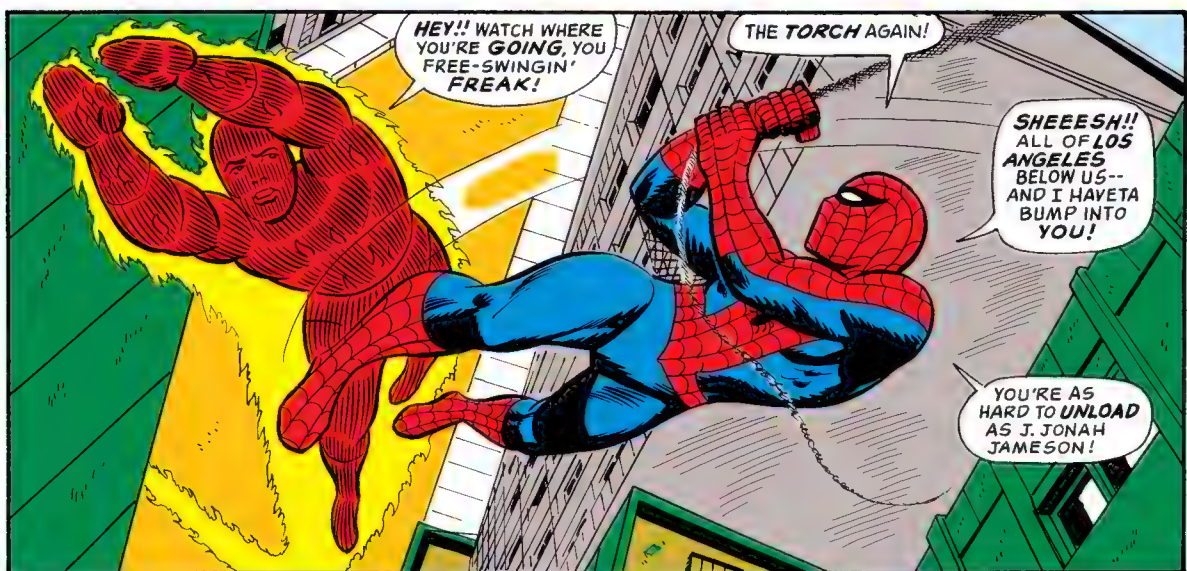
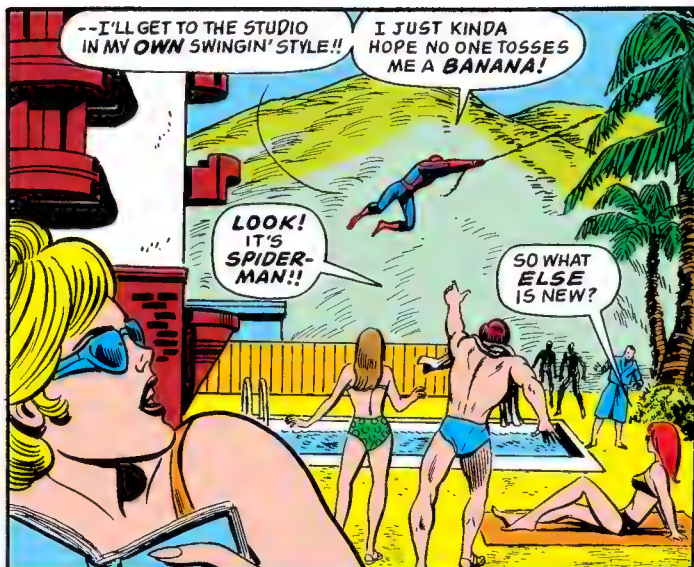


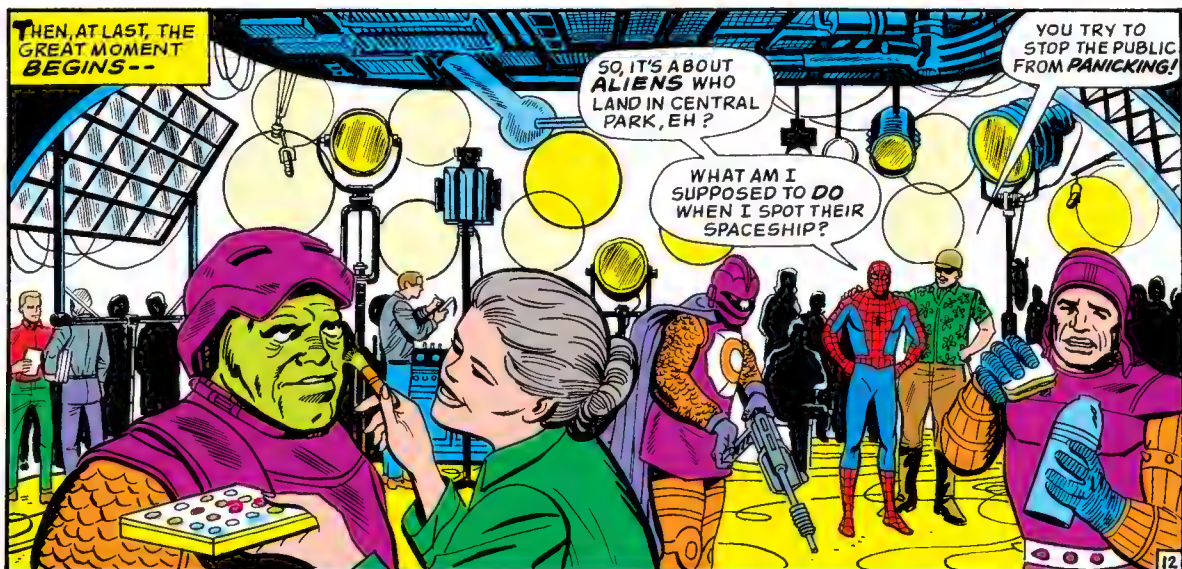
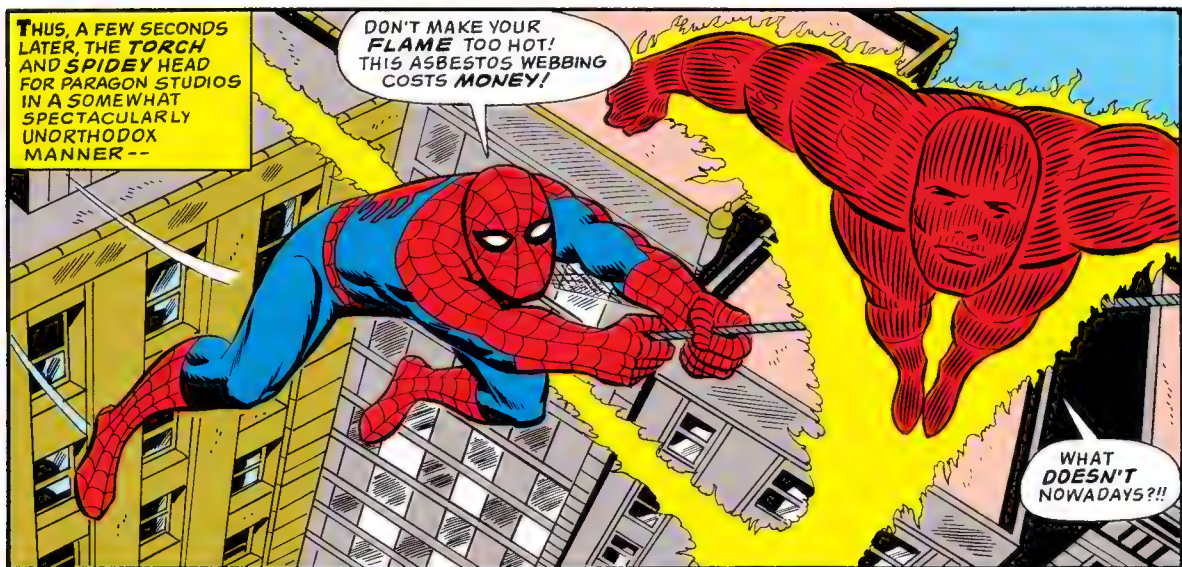


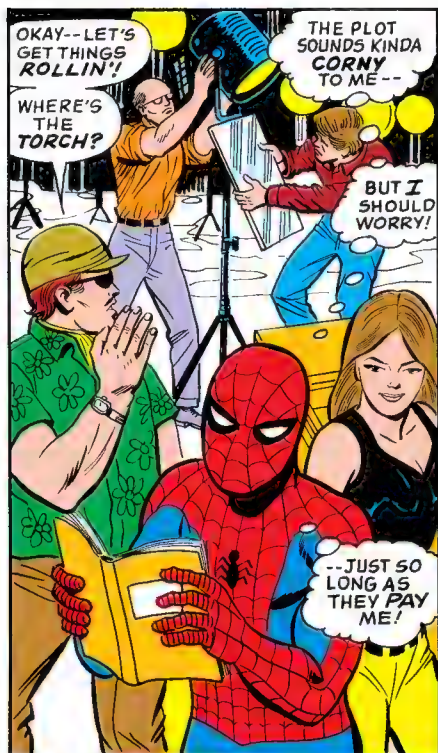


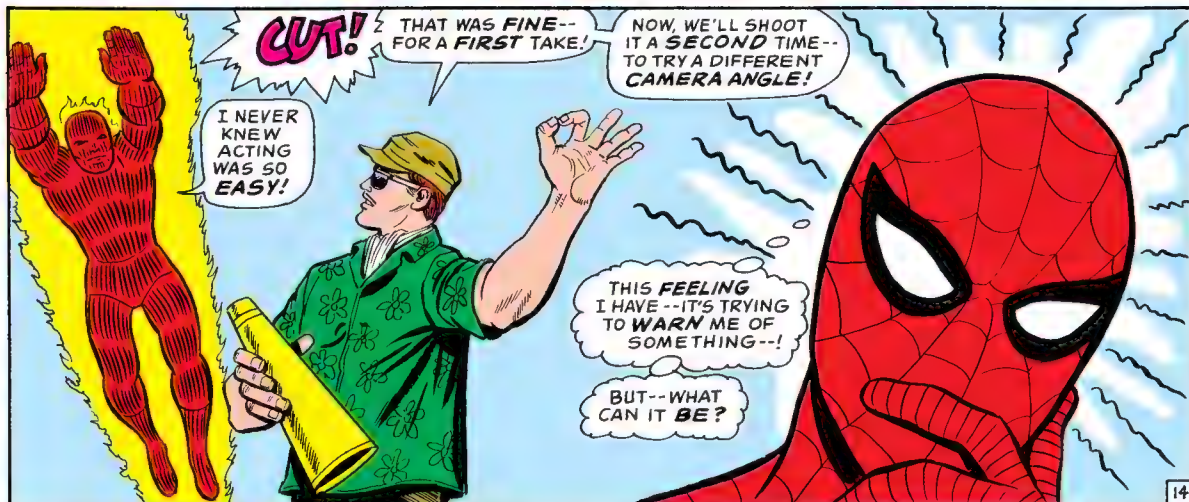
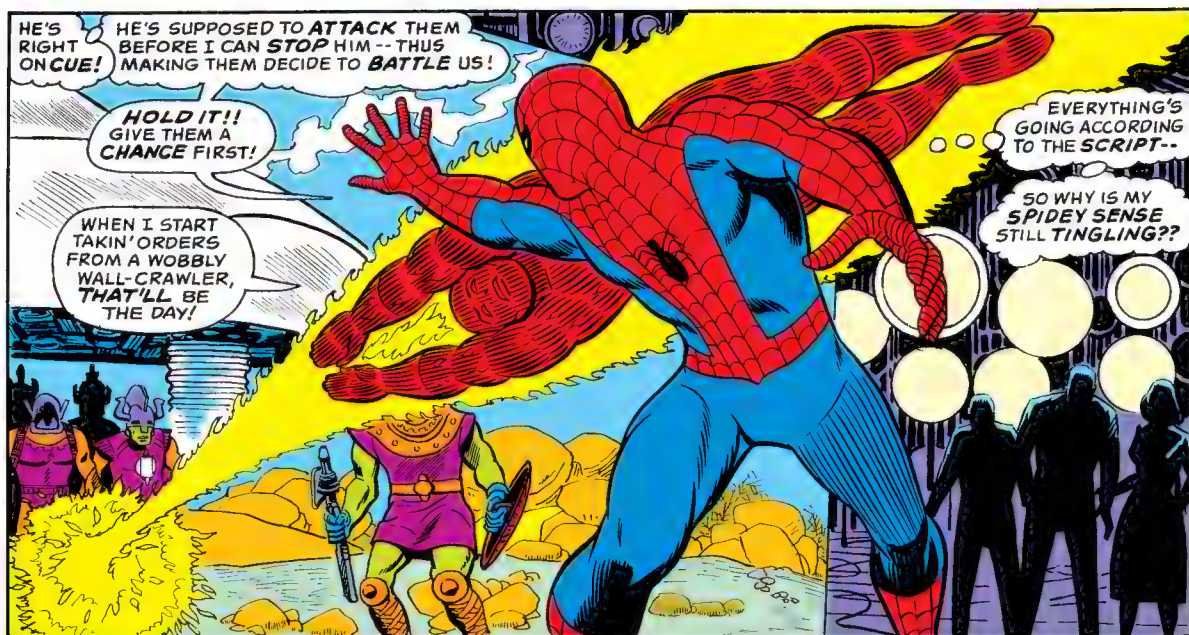














AND THEN...

BOY! NO WONDER HOLLYWOOD MOVIES ARE SO EXPENSIVE--

--WHEN THEY SHOOT SCENES OVER AND OVER AGAIN LIKE THIS!

IF ONLY THE TINGLING WOULD STOP!

LET'S SEE NOW--WHAT WAS MY LINE--?

OH YEAH-- I REMEMBER!



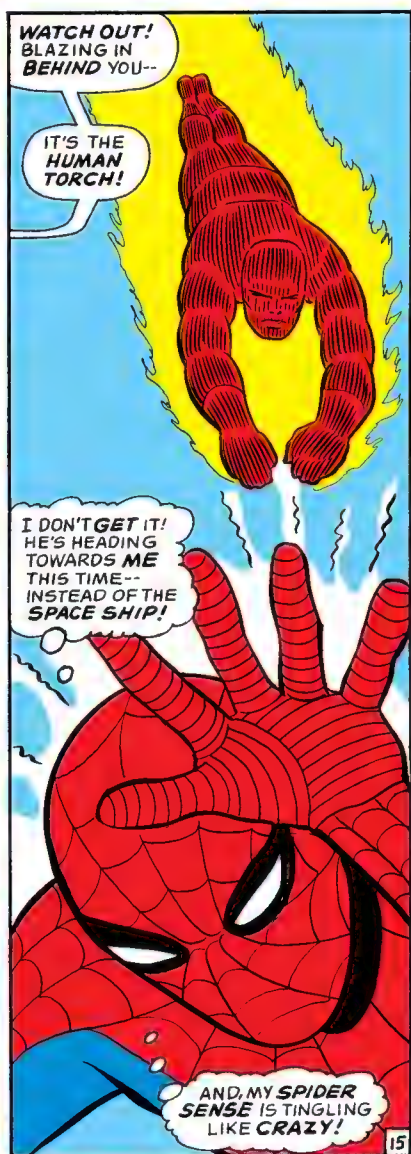
HAVE NO FEAR--OL' SPIDEY'S HERE!

LET ME TALK TO 'EM--THEY MAY NOT MEAN US ANY HARM!

THAT'S THE TORCH'S CUE!

HE'LL BE ZOOMING DOWN ON THE SCENE ANY SECOND NOW--!

IN FACT, I CAN ALREADY FEEL THE HEAT GETTING CLOSER!

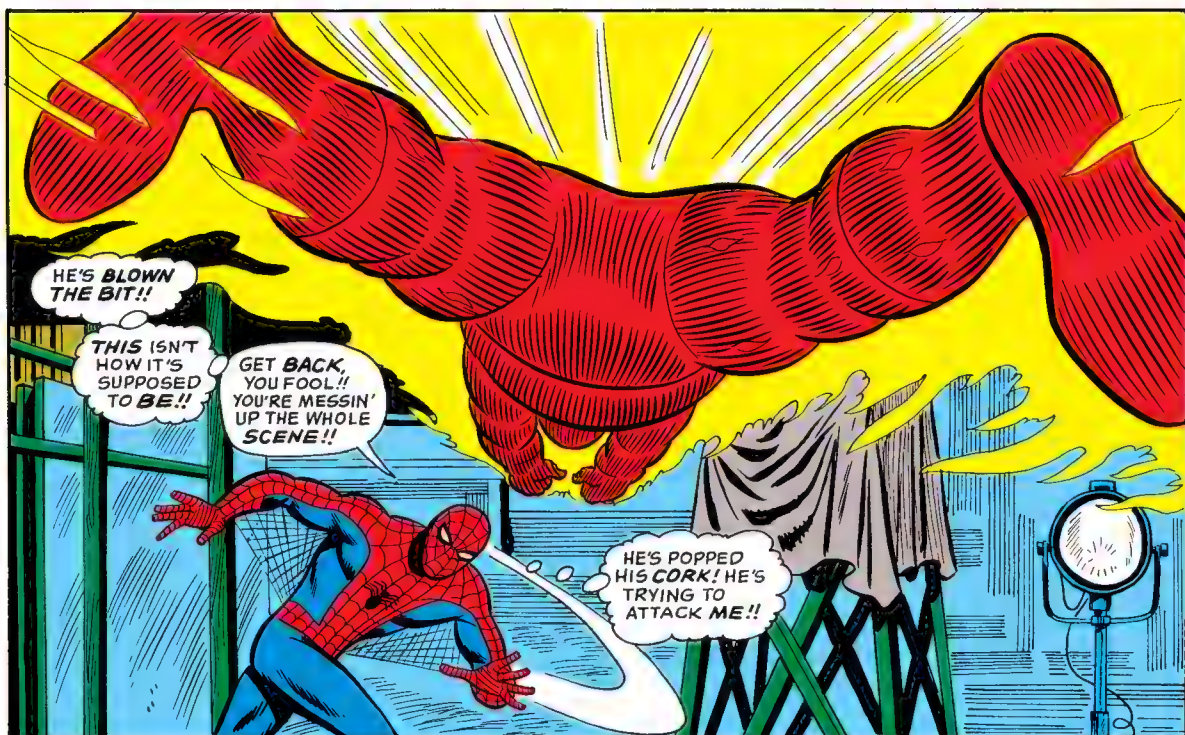


WATCH OUT! BLAZING IN BEHIND YOU--

IT'S THE HUMAN TORCH!

I DON'T GET IT! HE'S HEADING TOWARDS ME THIS TIME-- INSTEAD OF THE SPACE SHIP!

AND, MY SPIDER SENSE IS TINGLING LIKE CRAZY!

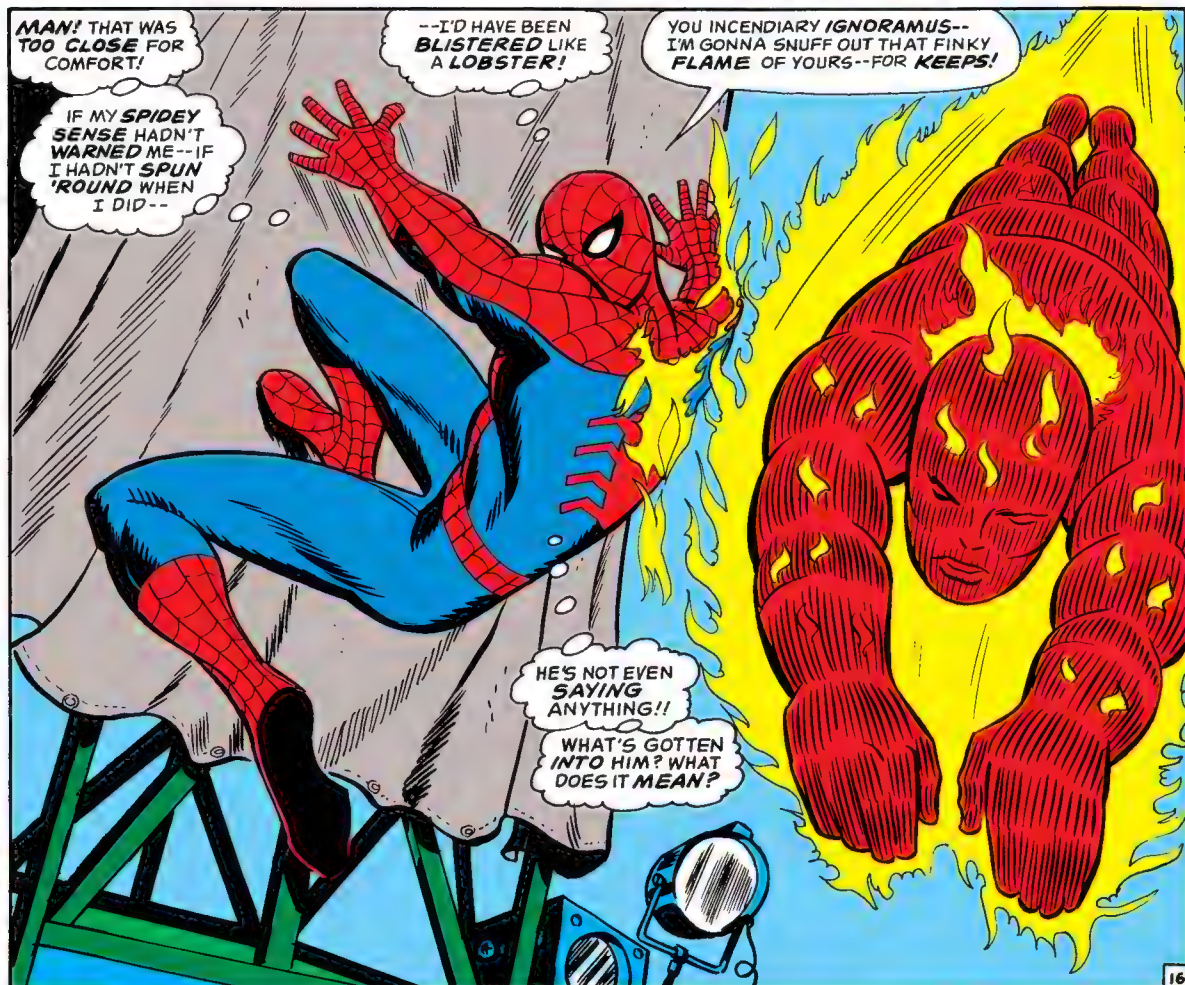


HE'S BLOWN THE BIT!!

THIS ISN'T HOW IT'S SUPPOSED TO BE!!

GET BACK, YOU FOOL!! YOU'RE MESSIN' UP THE WHOLE SCENE!!

HE'S POPPED HIS CORK! HE'S TRYING TO ATTACK ME!!



MAN! THAT WAS TOO CLOSE FOR COMFORT!

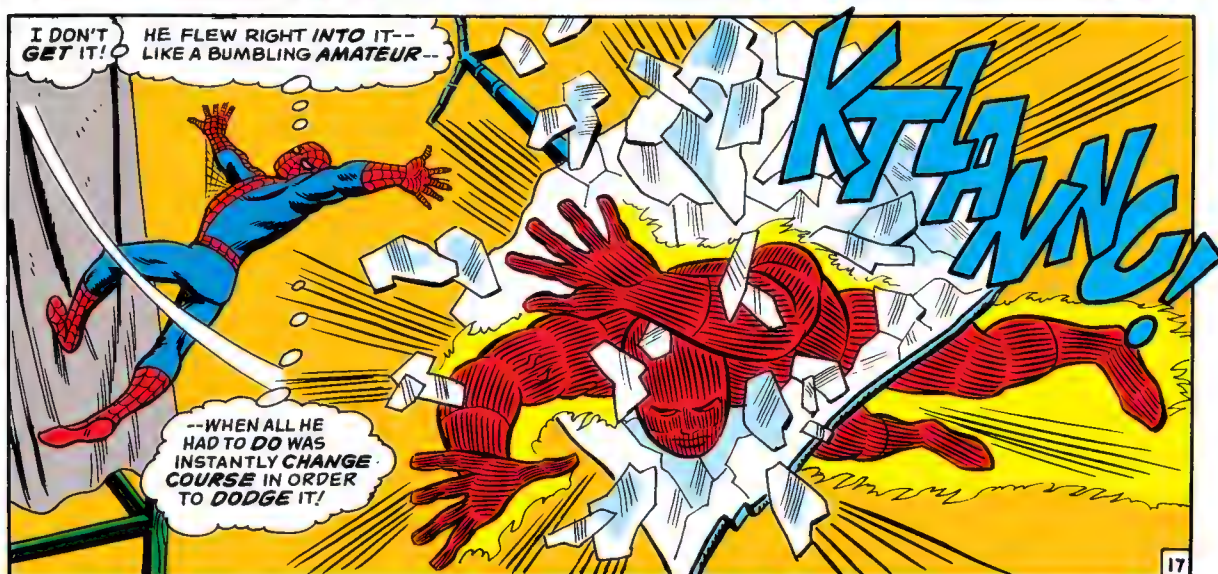
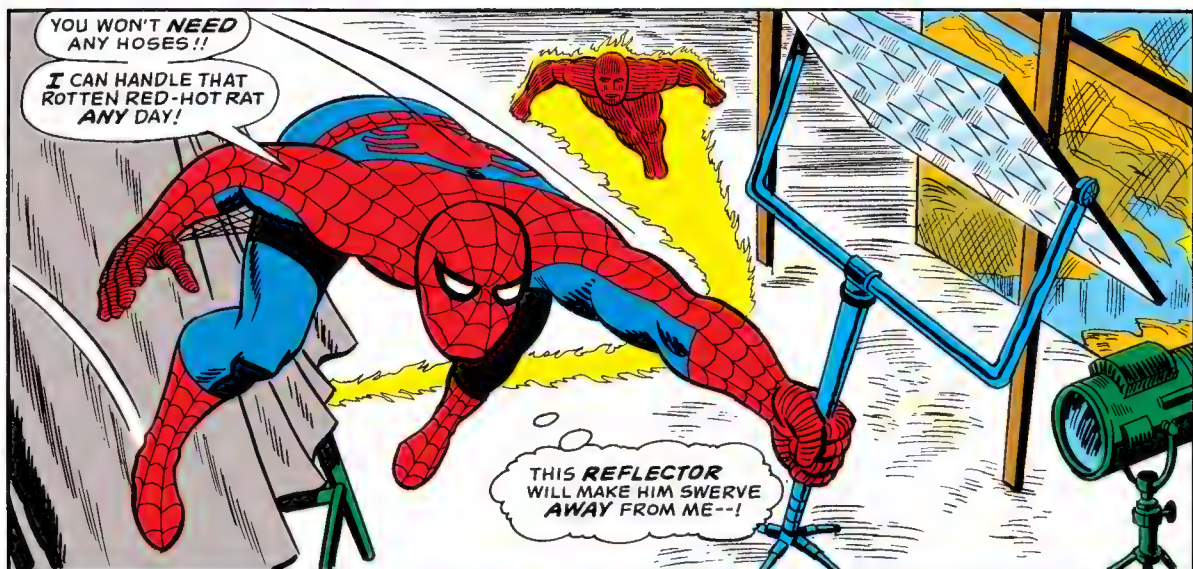
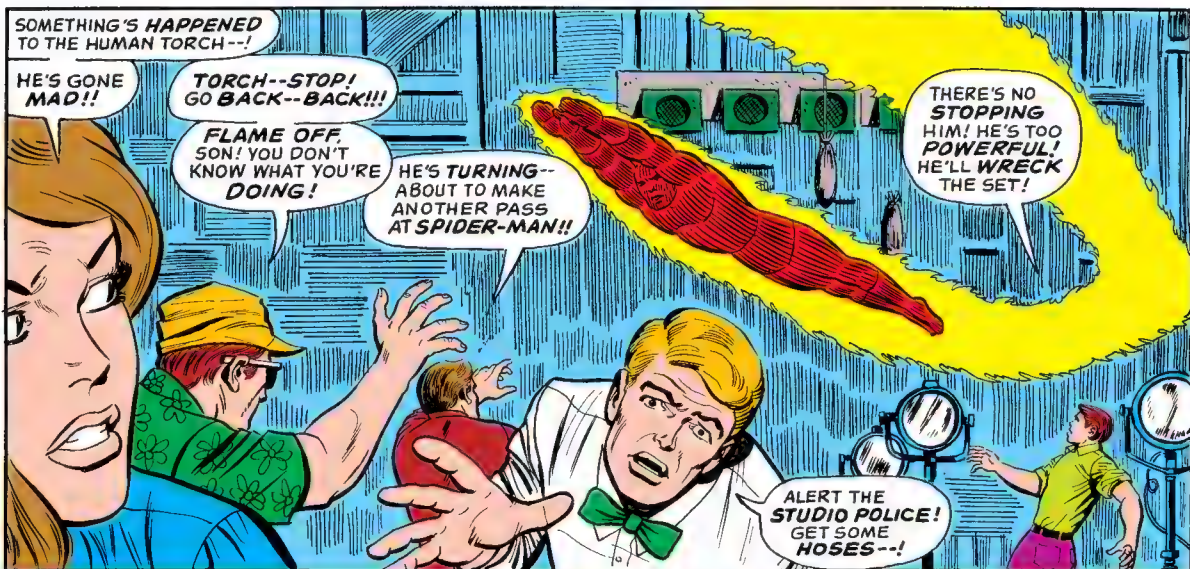
IF MY SPIDEY SENSE HADN'T WARNED ME--IF I HADN'T SPUN 'ROUND WHEN I DID--

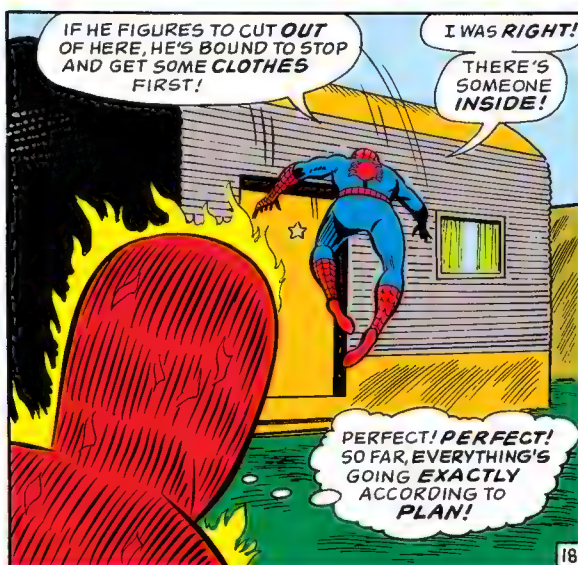
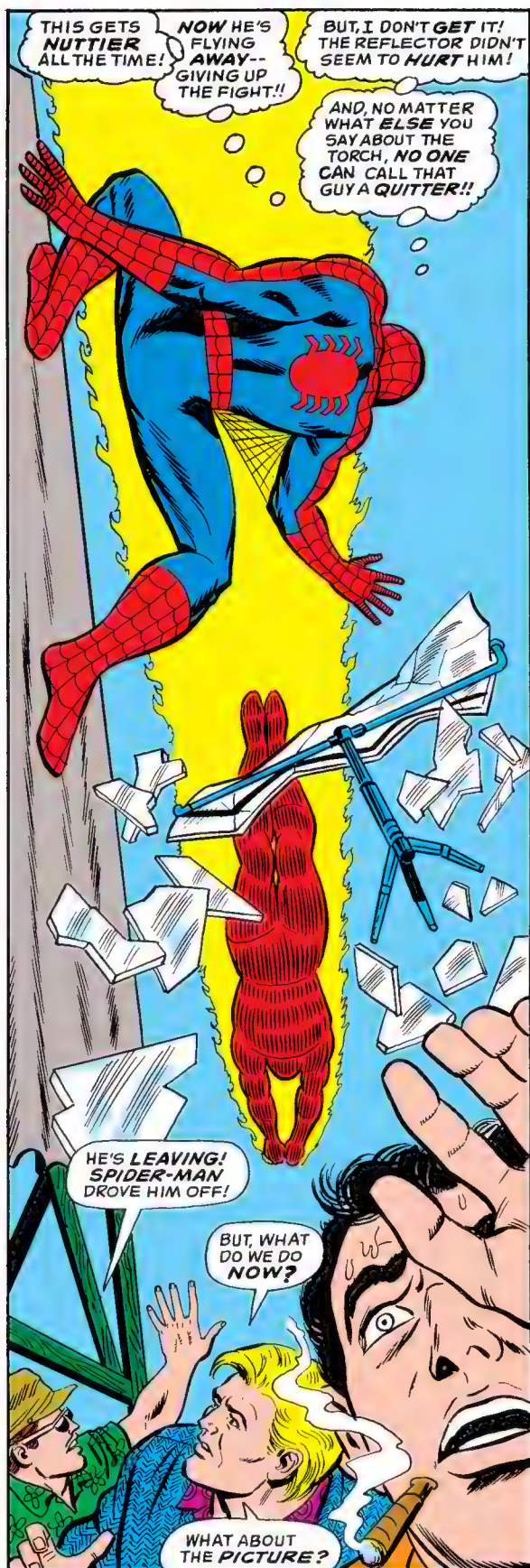
--I'D HAVE BEEN BLISTERED LIKE A LOBSTER!

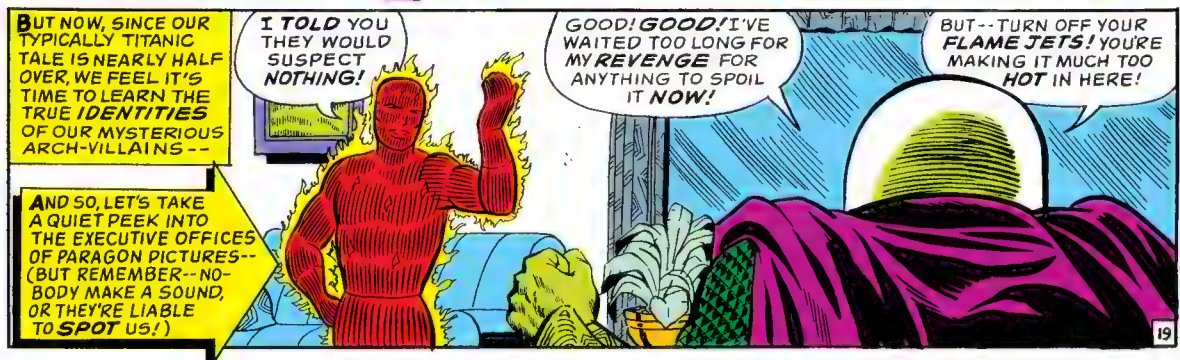
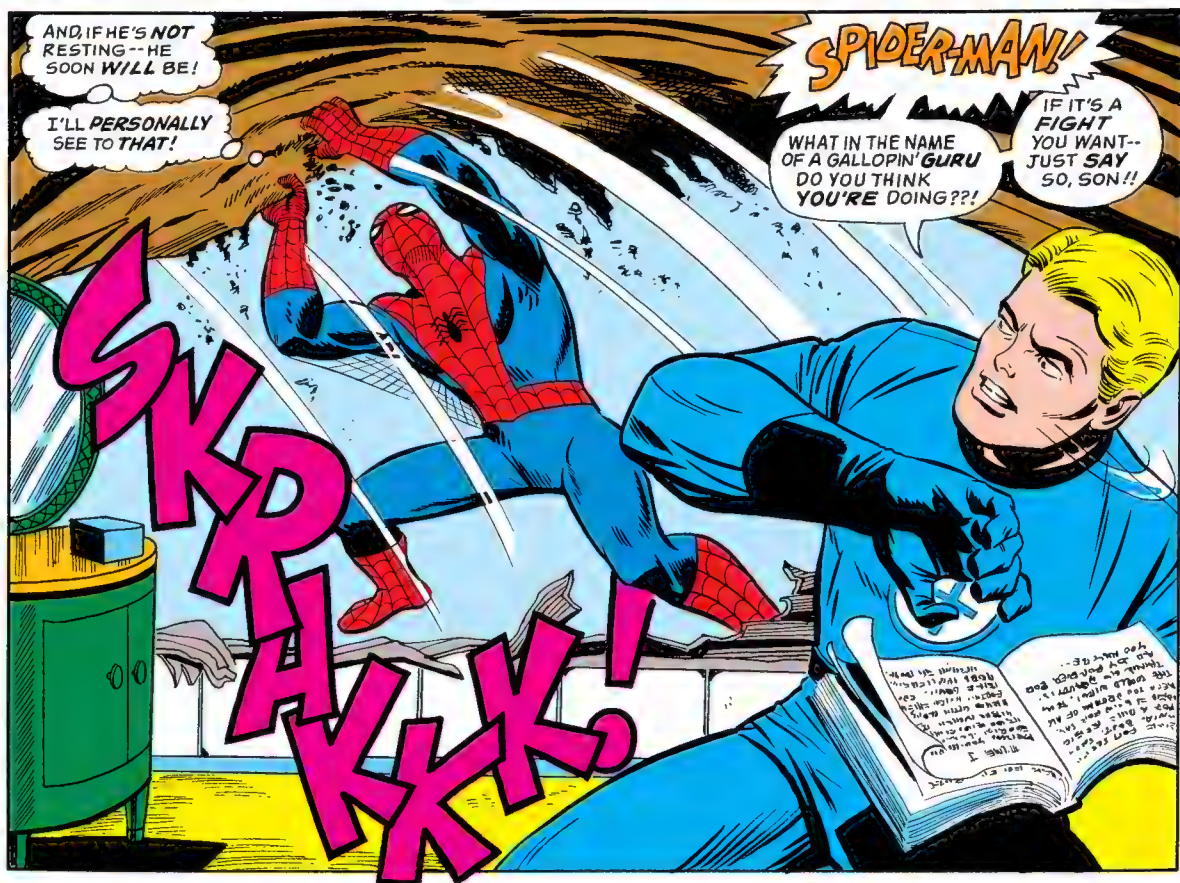
YOU INCENDIARY IGNORAMUS-- I'M GONNA SNUFF OUT THAT FINKY FLAME OF YOURS--FOR KEEPS!

HE'S NOT EVEN SAYING ANYTHING!!

WHAT'S GOTTEN INTO HIM? WHAT DOES IT MEAN?







I MUST CONFESS THAT I DIDN'T **BELIEVE** YOUR ASBESTOS SUIT, WITH THOSE FLAME JETS, WOULD ENABLE YOU TO IMPERSONATE THE TORCH SO **SUCCESSFULLY!**

AND, THE WAY YOUR UNCANNY **ANTI-GRAV DISCS** ENABLED YOU TO **FLY--**

NOW I KNOW WHY MEN CALL YOU--
THE WIZARD!

SPIDER-MAN **ALMOST** CAUGHT ON WHEN I DIDN'T **SWERVE** FAST ENOUGH--AND WHEN I SUDDENLY RAN FROM THE FIGHT!

I MUST ADMIT THAT **YOUR** TALENTS WERE A GREAT **HELP** TO ME IN **IMPROVING** MY SUIT!

NATURALLY! THAT IS WHY **MYSTERIO** IS THE GREATEST **SPECIAL-EFFECTS** MAN THAT HOLLYWOOD HAS EVER PRODUCED!

IT WAS VERY **LUCKY** THAT WE MET!

"THE MINUTE I SAW THAT ITEM IN THE **DAILY BUGLE**--ABOUT SPIDER-MAN RUINING THAT SCENE FEATURING THE TORCH--MY IDEA WAS **BORN!**"

THE TORCH'S FILM IS PRACTICALLY OVER--IT WAS JUST A **QUICKIE**, DONE ON BEHALF OF A GOVERNMENT AGENCY!

THAT MEANS HE MIGHT BE AVAILABLE TO STAR IN **ANOTHER** MOVIE--ESPECIALLY IF I CAN TRICK **SPIDER-MAN** INTO APPEARING **WITH** HIM!

I'VE ENOUGH **MONEY** SALTED AWAY TO SET UP AN ACTUAL **STUDIO** ON THE COAST!

ALL I'LL NEED IS ONE VERY **SPECIAL** PARTNER--!

KEEP YOUR CITIZEN CLEAN

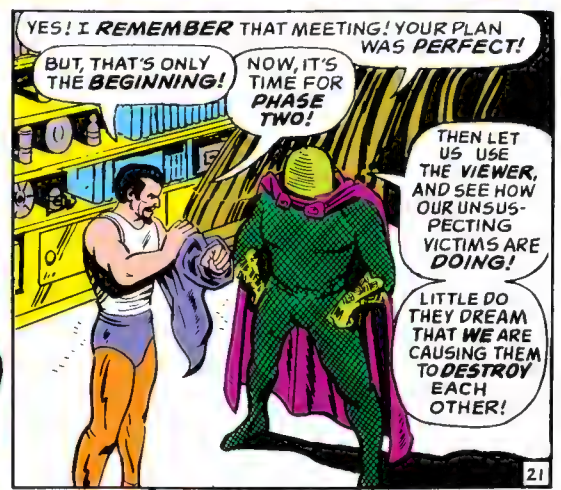
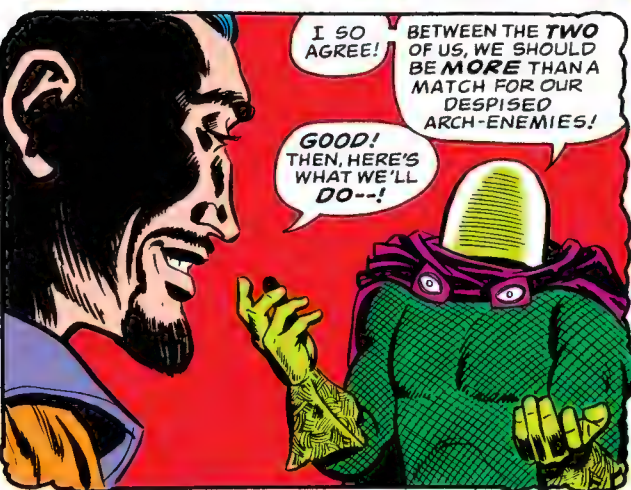
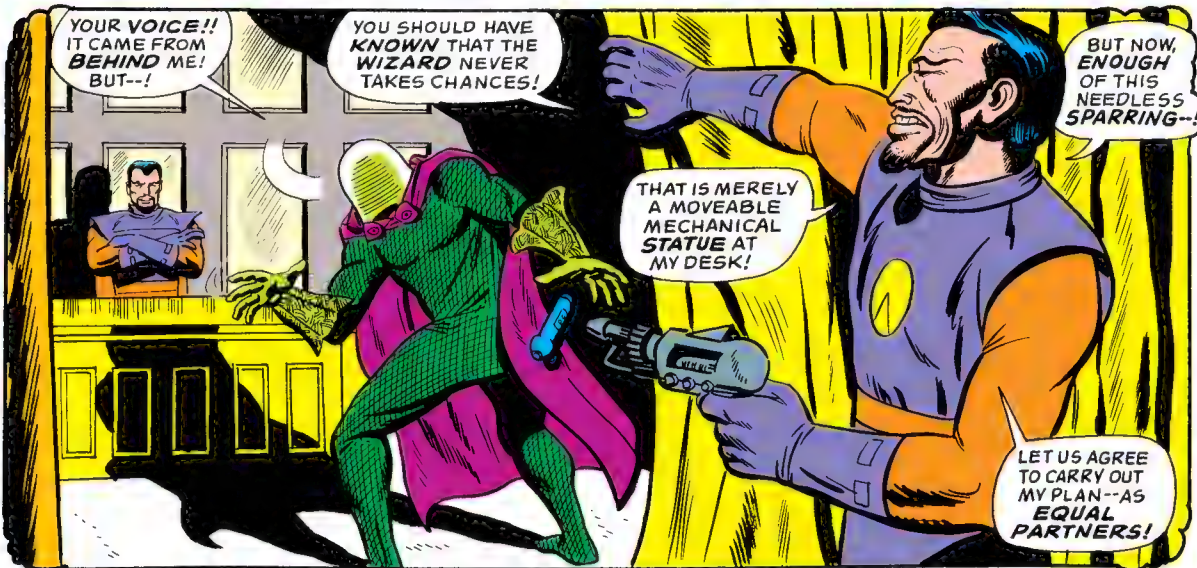
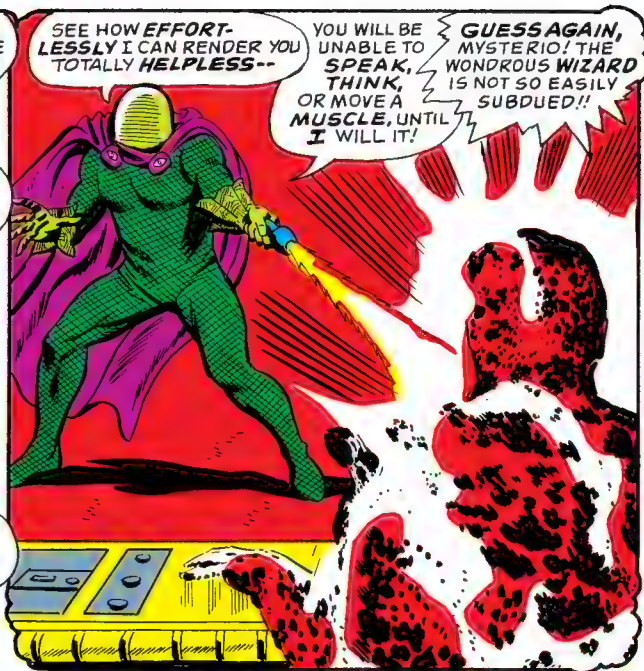
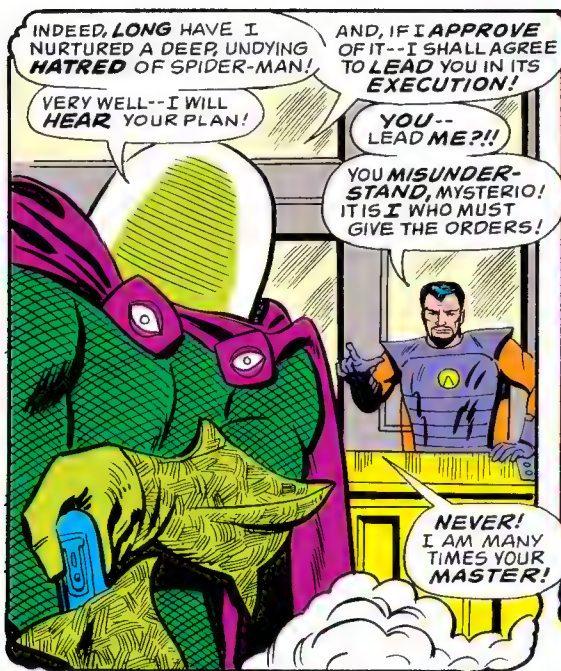
"I'LL ADMIT I WAS MOST **IMPRESSED** WHEN YOU APPEARED, SEEMINGLY OUT OF **NOWHERE**, TO ANSWER THE **AD** I HAD PLACED IN THE PAPER FOR YOU! BUT, THAT IS **WHY** I WANTED YOU--I HAD **HEARD** OF YOUR MYSTERIOUS TALENTS!"

I-AM-MYSTERIO!

WHY HAVE YOU ASKED ME TO **COME** HERE?

BECAUSE WE HAVE TWO **ENEMIES** IN COMMON--**SPIDER-MAN**, AND THE **HUMAN TORCH**--!

AND I HAVE A **PLAN** WHEREBY WE CAN GET RID OF THEM **BOTH**--AT THE SAME TIME!



AND, AS MYSTERIO AND THE WIZARD TURN TOWARDS THEIR PREVIOUSLY-
PREPARED ELECTRONIC VIEWER, WE CAN BEAT THEM TO THE SCENE
MERELY BY GLANCING AT THE TINTINNABULATING TABLEAU WE SEE
BEFORE US---

Spider-Man is in a dynamic pose, lunging forward with his arms outstretched. Iron Man is crouching on the floor, looking up at Spider-Man. The background shows a kitchen with a stove, a wooden stool, and a yellow cabinet.

I DON'T KNOW
WHAT YOUR
CRUMMY GAME
IS, TORCH--

BUT, I'LL MAKE YOU
PRETTY DARN SORRY
YOU EVER TRIED
IT ON ME!

WHAT'S THE
MATTER WITH
ME?? EVEN THOUGH
HE TRIED TO PARBOIL
ME BEFORE--

HERE I AM
PULLING MY
PUNCH SO I
WON'T HURT
HIM WHILE HE'S
NOT IN FLAME!

I ALWAYS THOUGHT
YOU WERE A
FRUITCAKE,
FELLA--

AND NOW I
KNOW IT!

I'LL FIGHT
YOU ANY TIME--
AND ANY
PLACE--!

BUT, HOW ABOUT
TELLING ME
WHY??

Spider-Man is in a dynamic pose, lunging forward with his arms outstretched. Iron Man is crouching on the floor, looking up at Spider-Man. The background shows a kitchen with a stove, a wooden stool, and a yellow cabinet.

DON'T TRY TO
PLAY THE INJURED
INNOCENT WITH
ME, SQUIRT!

THAT'S IT!
GET YOUR FLAME
GOING--SO I CAN
STOP HOLDING
MYSELF BACK!

BOY!
YOU'RE
REALLY
GONE,
KIDDO!

Spider-Man is in a dynamic pose, lunging forward with his arms outstretched. Iron Man is crouching on the floor, looking up at Spider-Man. The background shows a kitchen with a stove, a wooden stool, and a yellow cabinet.

OKAY! IF THIS IS
WHAT YOU WANT--

IT'S ALL YOURS!!

BIG DEAL!!

I CAN DODGE
THOSE THINGS
WHILE RECITING
MC LUHAN--
BACKWARDS!

Spider-Man is in a dynamic pose, lunging forward with his arms outstretched. Iron Man is crouching on the floor, looking up at Spider-Man. The background shows a kitchen with a stove, a wooden stool, and a yellow cabinet.

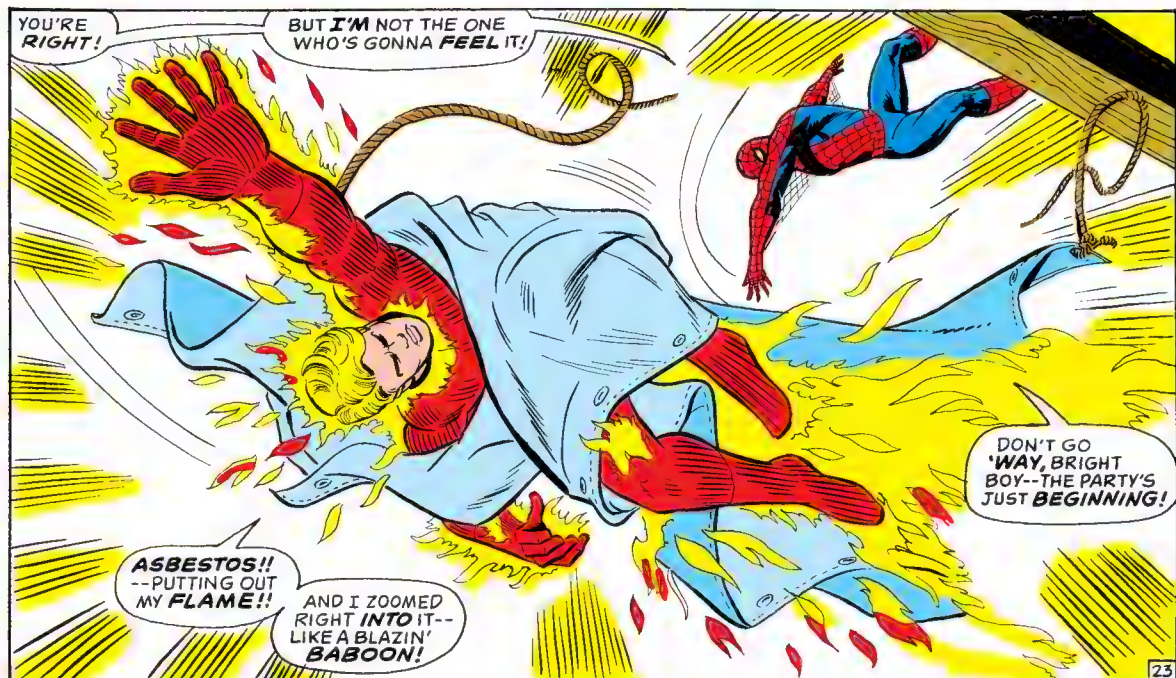
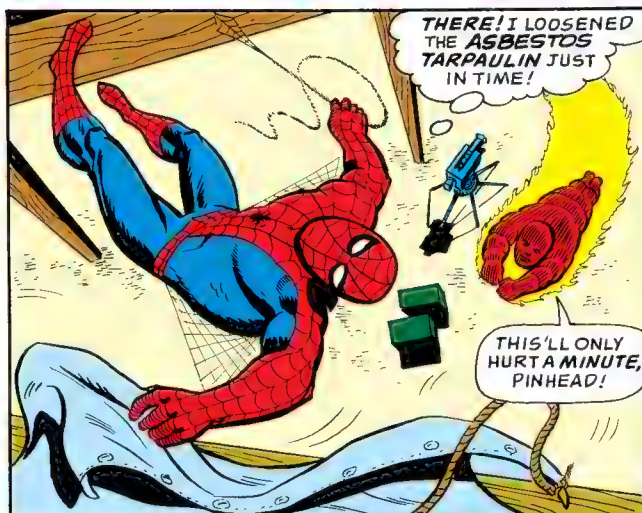
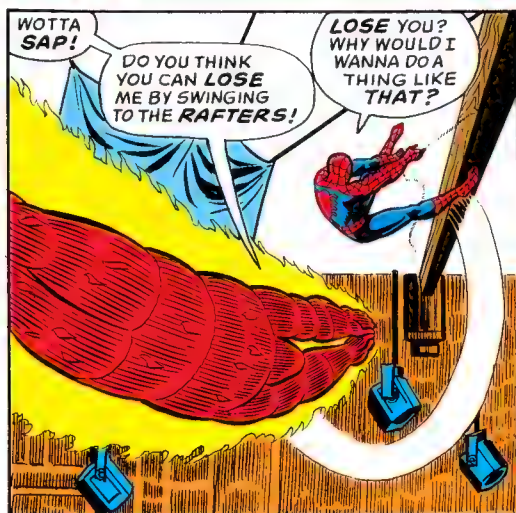
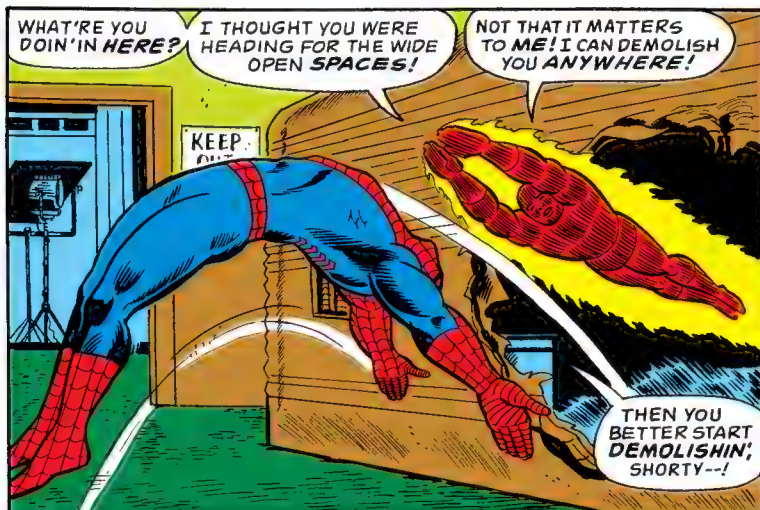
BUT, THIS STUFFY
DRESSING ROOM IS
CRAMPING MY STYLE!

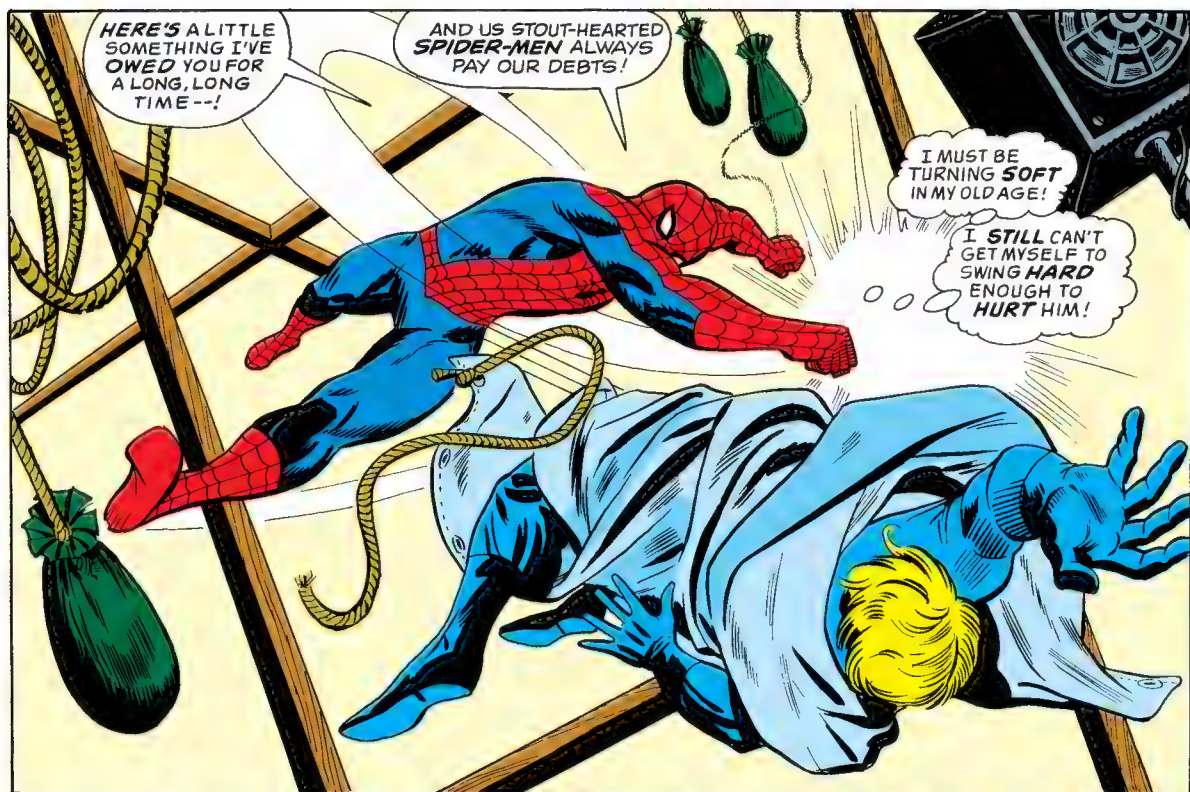
C'MON OUTSIDE,
HOT-HEAD, WHERE I
CAN MOP UP THE WHOLE
LANDSCAPE WITH YOU!

IT'LL BE A
PLEASURE,
LOUDMOUTH!

YOU'VE GOT
ABOUT AS
MUCH CHANCE
AGAINST MY
FLAME AS
WOODY
ALLEN
WOULD HAVE
AGAINST THE
HULK!

DON'T BET ON IT!
OL' GREEN SKIN
WOULD PROBABLY
LAUGH HIMSELF
TO DEATH!



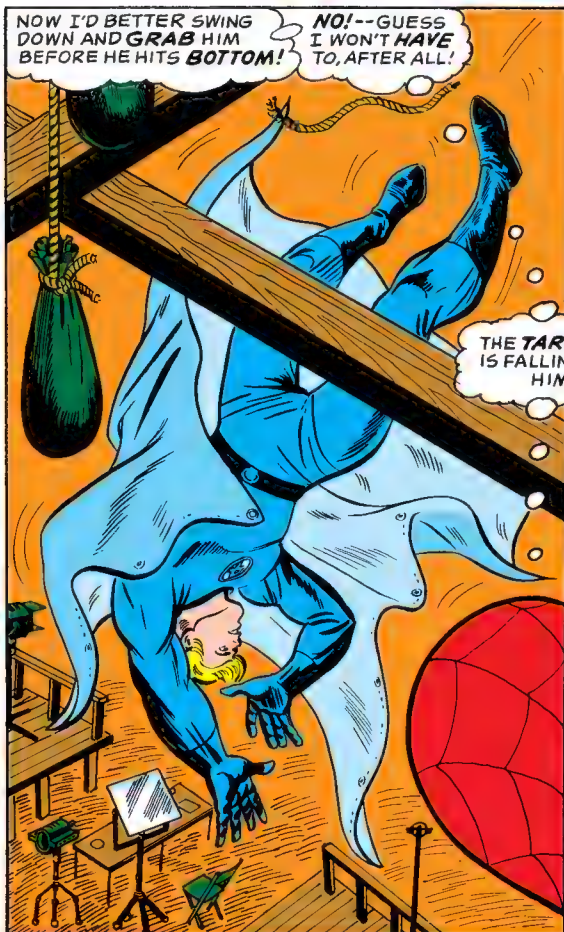


HERE'S A LITTLE SOMETHING I'VE OWED YOU FOR A LONG, LONG TIME--!

AND US STOUT-HEARTED SPIDER-MEN ALWAYS PAY OUR DEBTS!

I MUST BE TURNING **SOFT** IN MY OLD AGE!

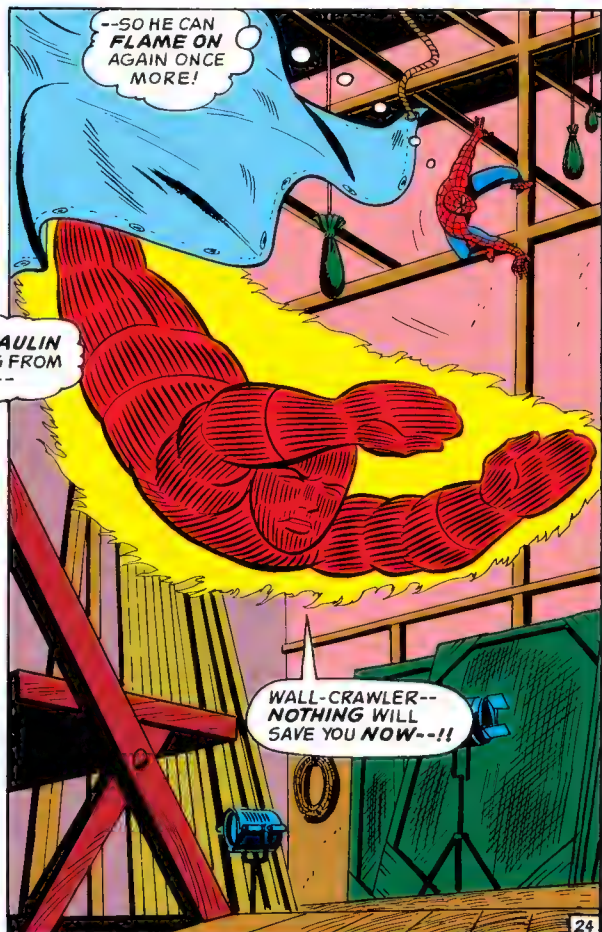
I **STILL** CAN'T GET MYSELF TO SWING **HARD** ENOUGH TO HURT HIM!



NOW I'D BETTER SWING DOWN AND **GRAB** HIM BEFORE HE HITS **BOTTOM**!

NO!--GUESS I WON'T **HAVE** TO, AFTER ALL!

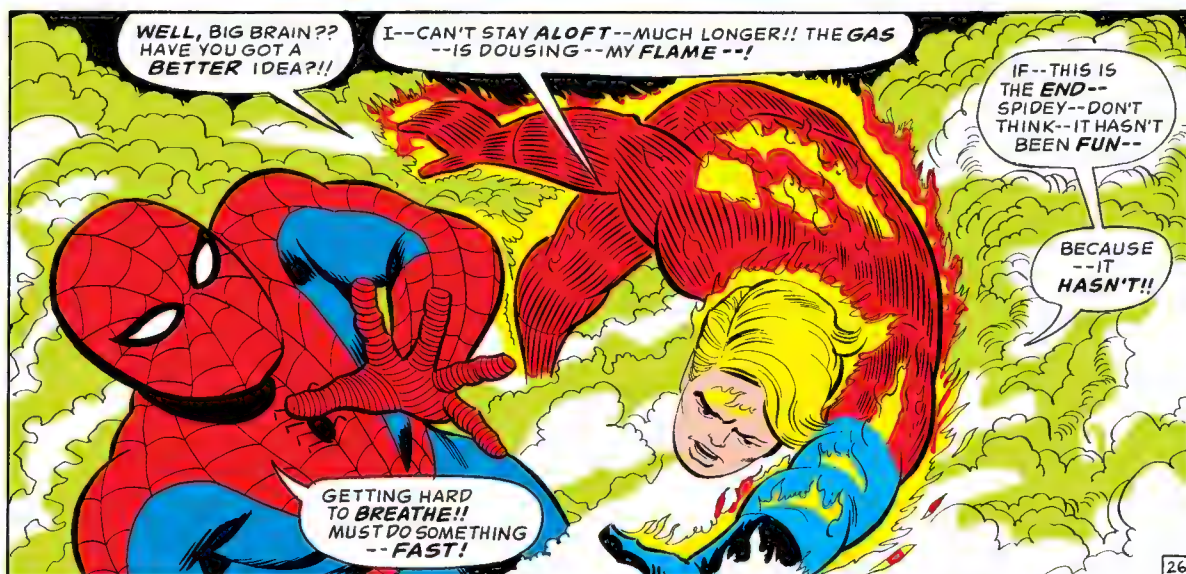
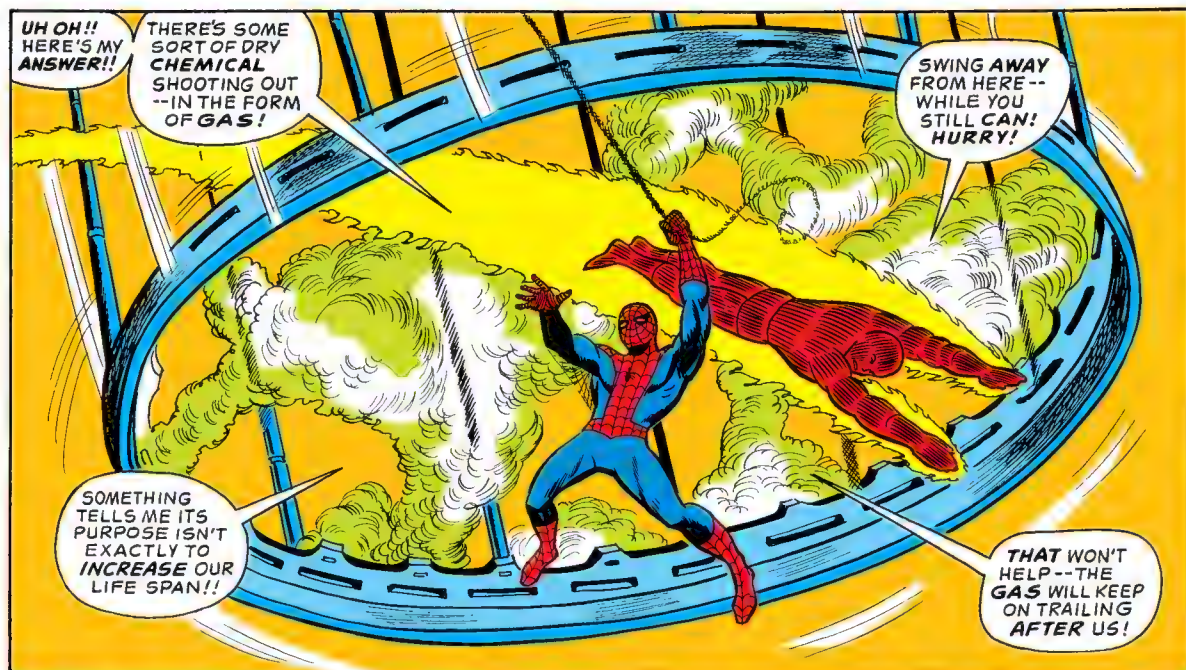
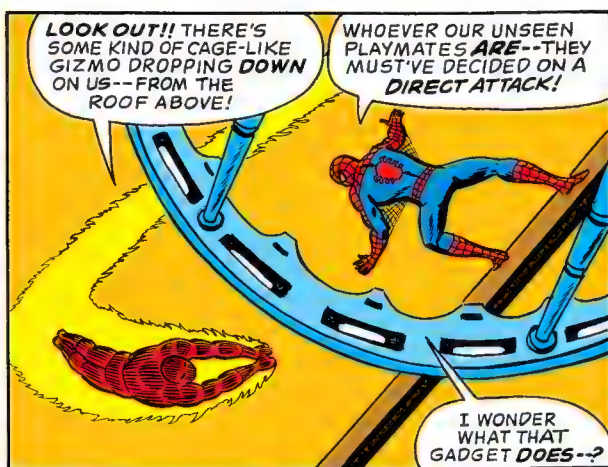
THE **TARPAULIN** IS FALLING FROM HIM--

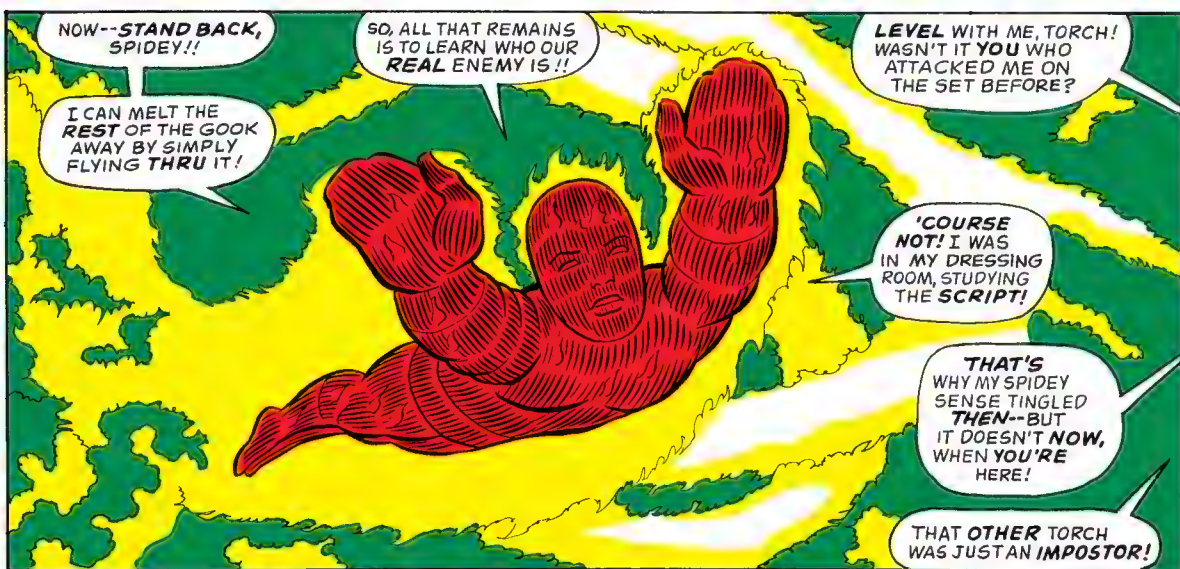
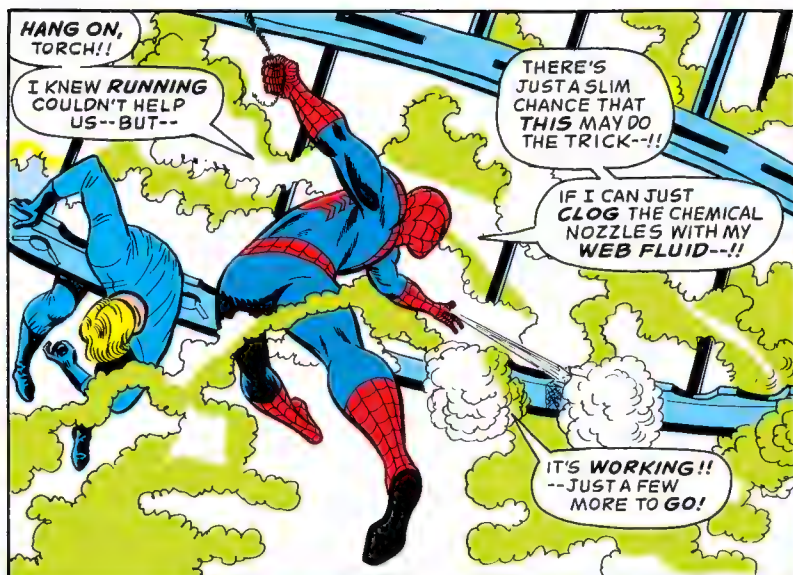


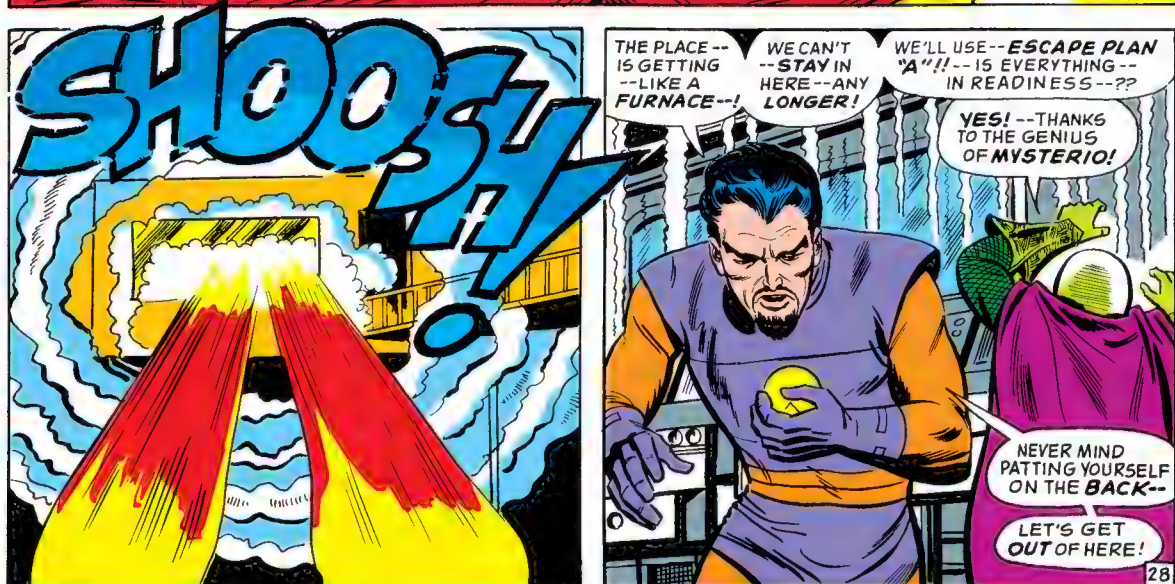
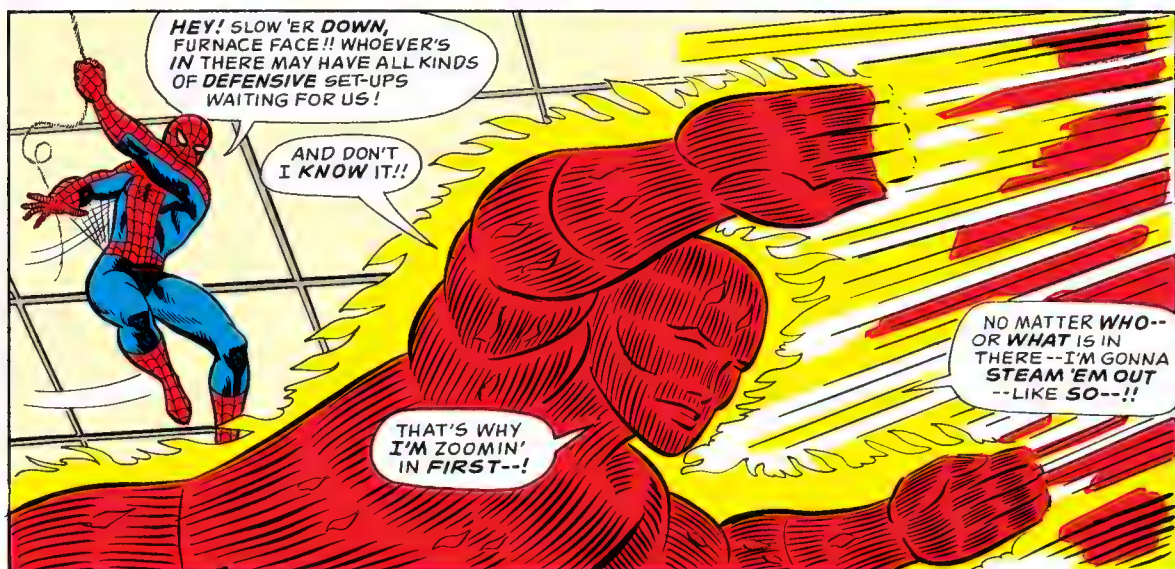
--SO HE CAN **FLAME ON** AGAIN ONCE MORE!

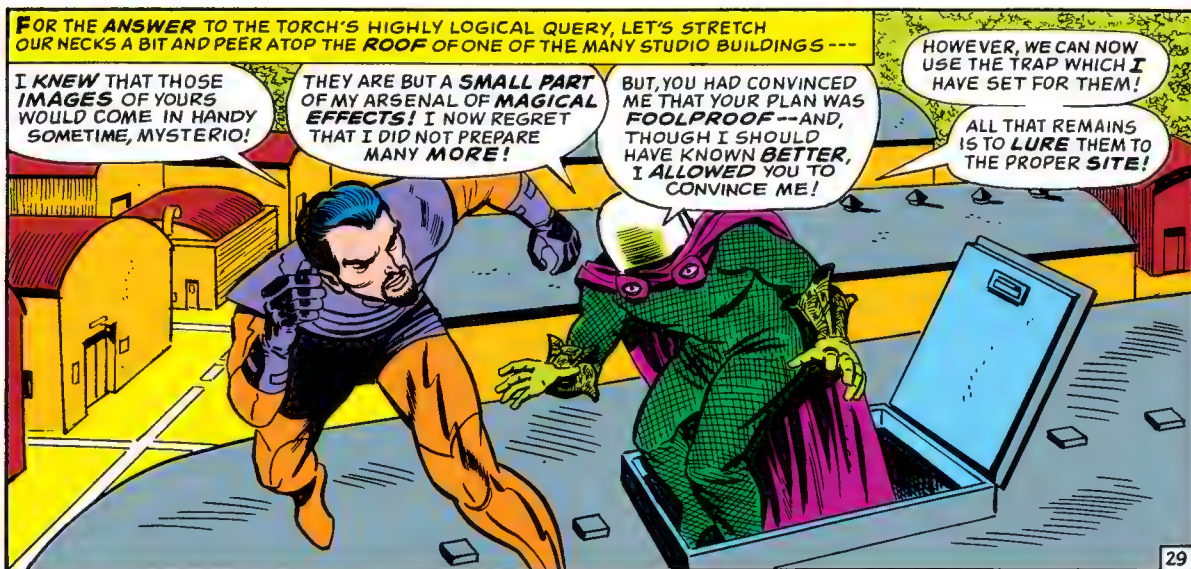
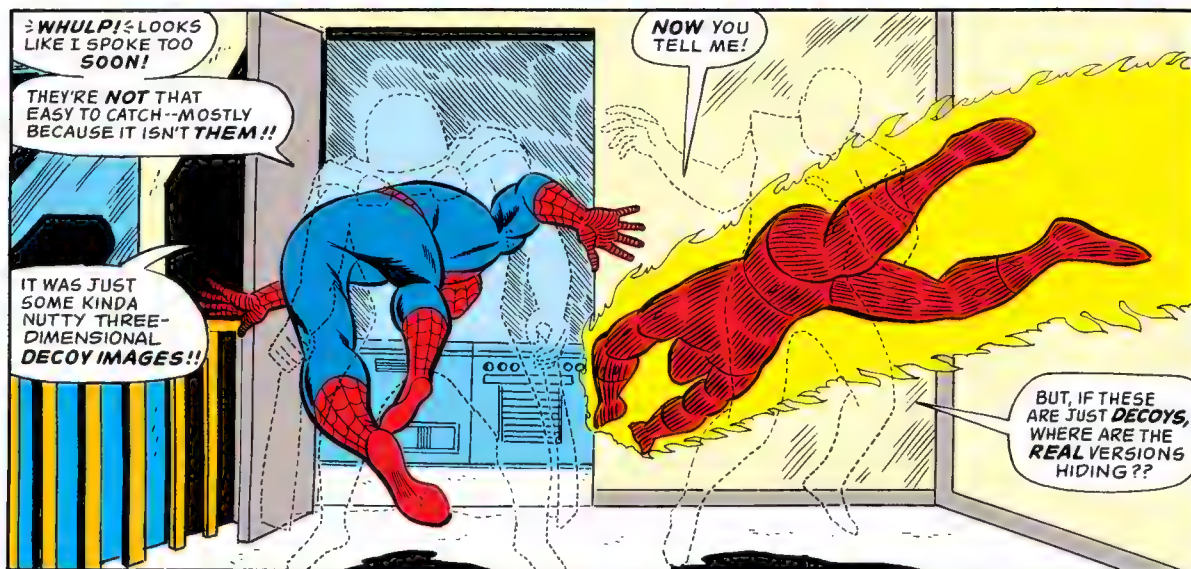
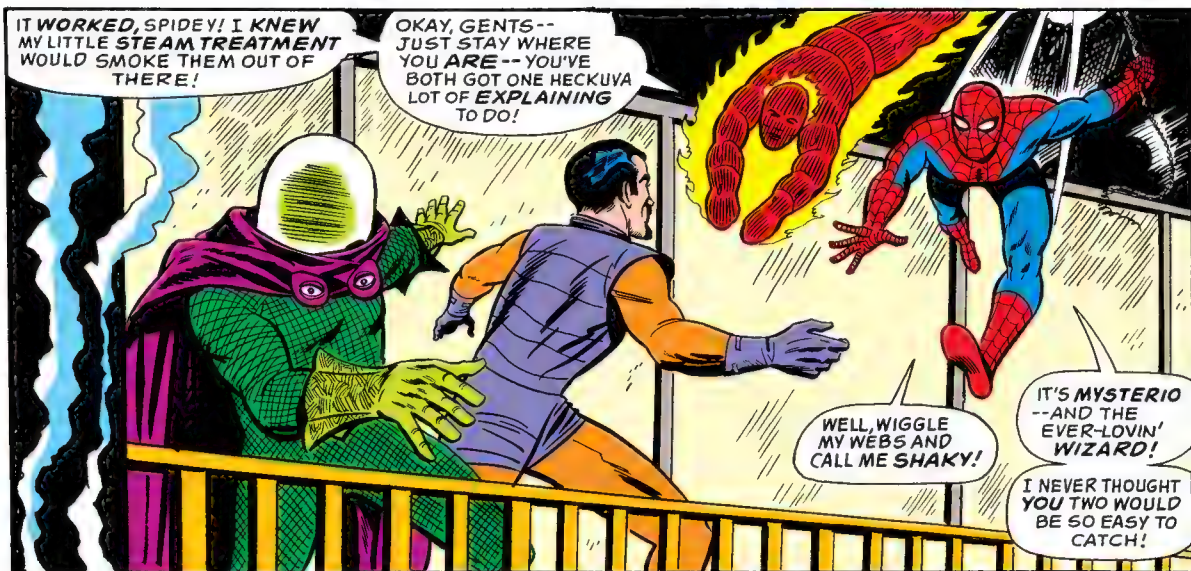
WALL-CRAWLER-- NOTHING WILL SAVE YOU NOW--!!

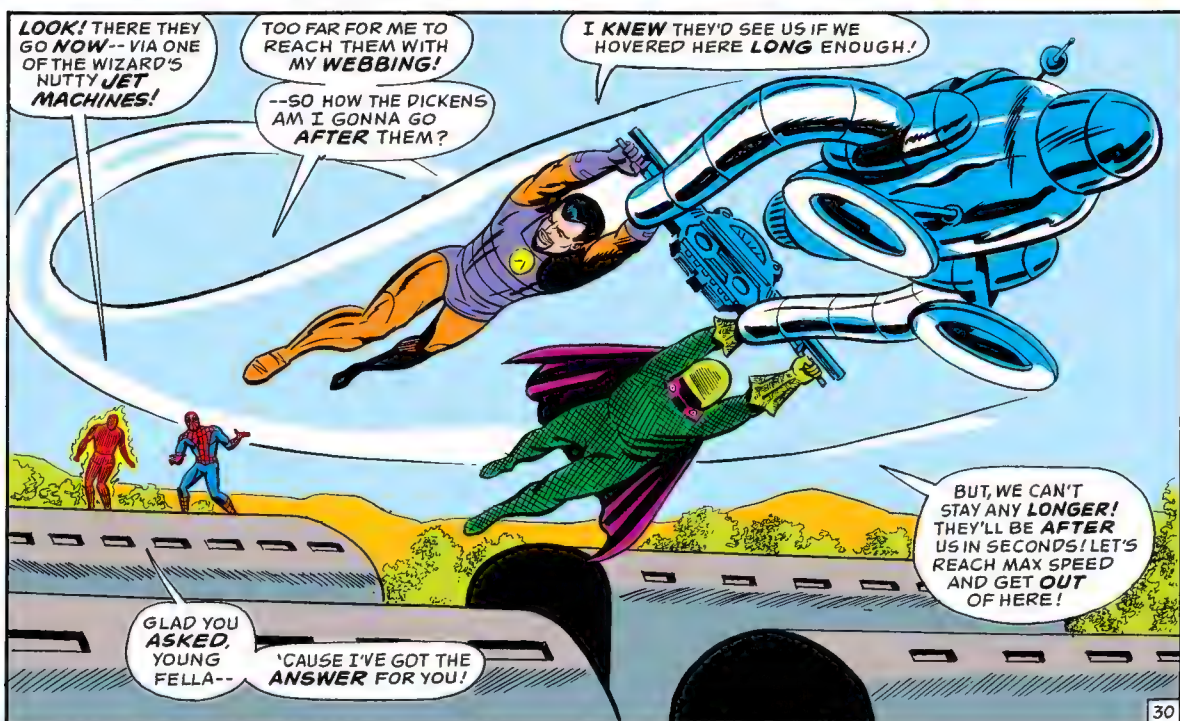


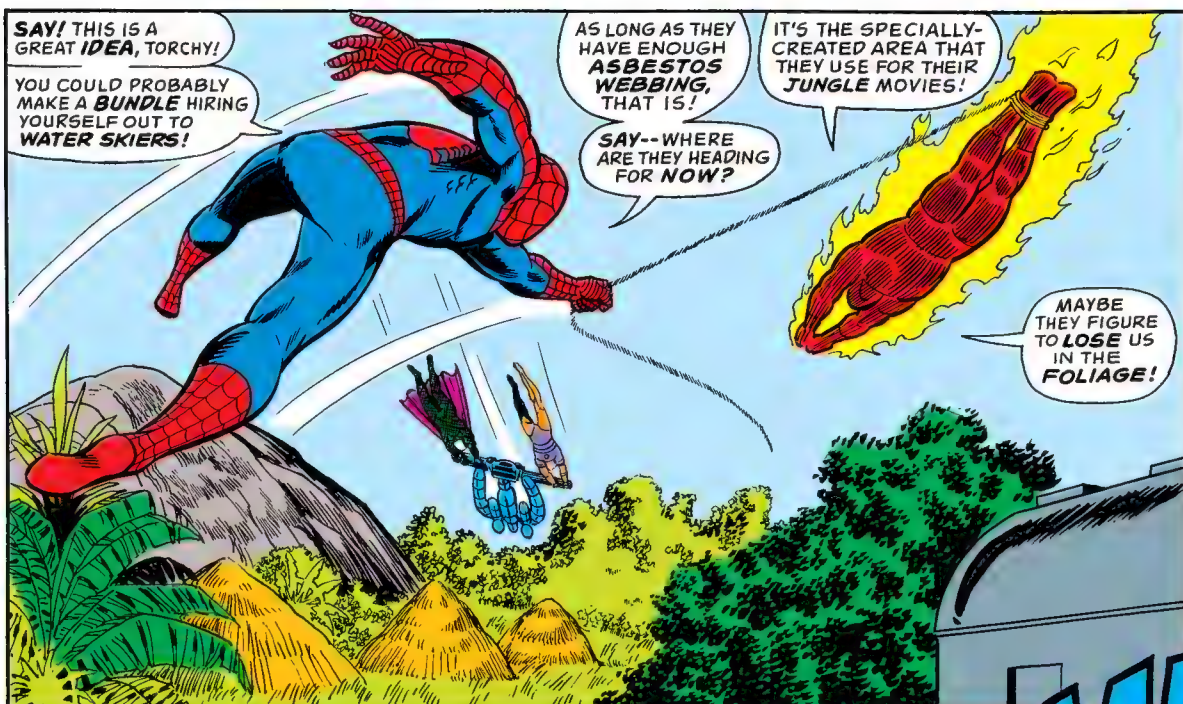




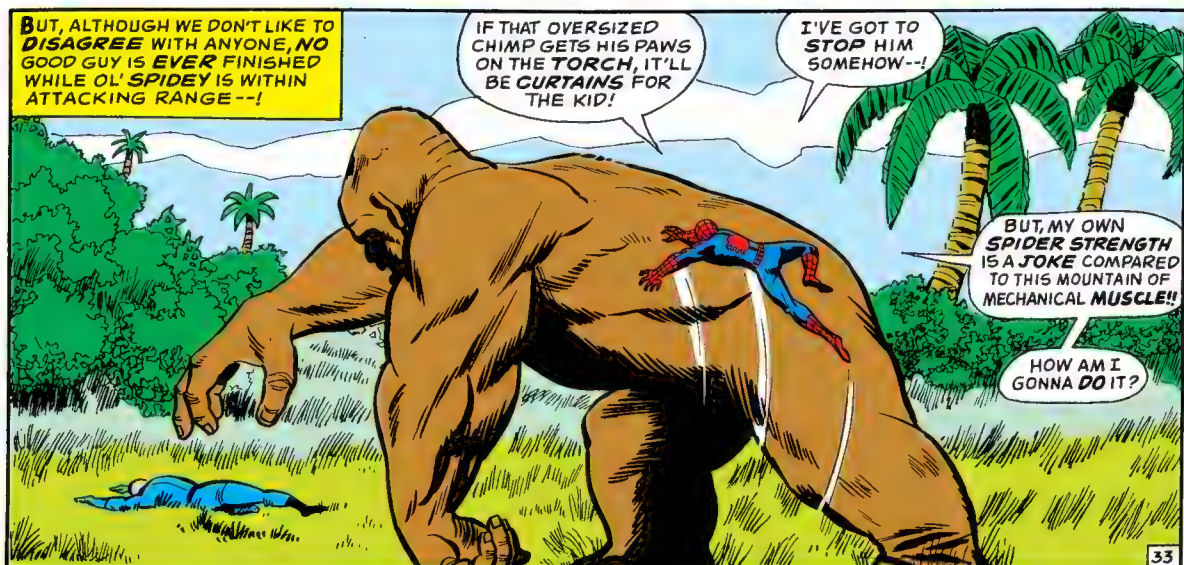
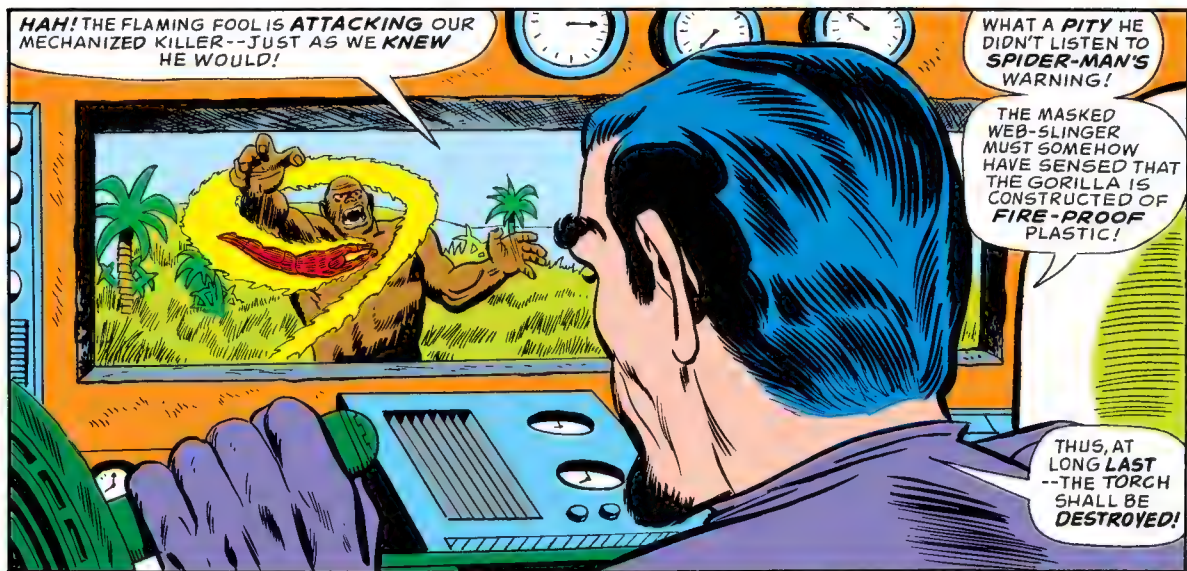














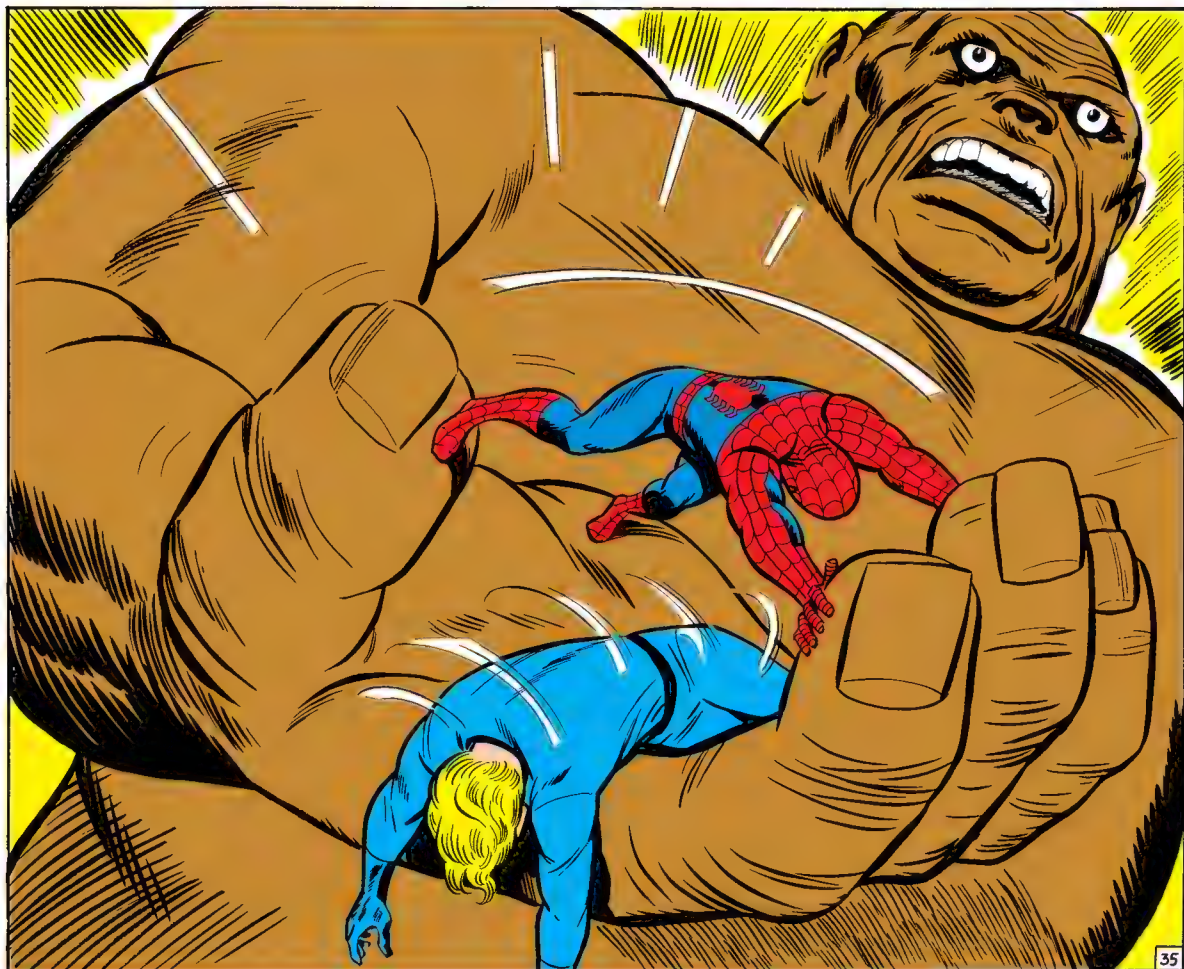
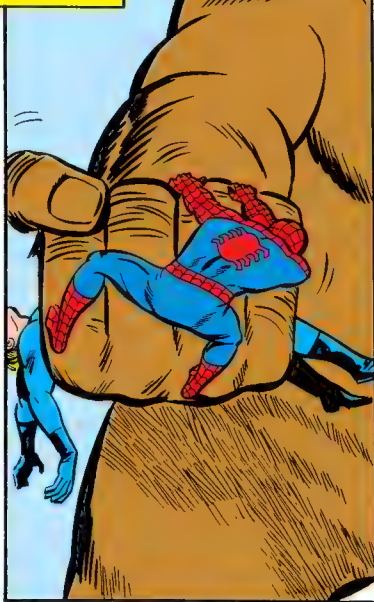
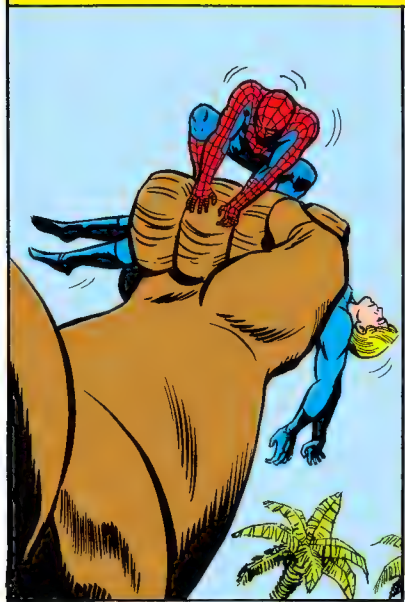
AND, IN THEIR PRIVATE BUNKER, THE WIZARD AND MYSTERIO WONDER ABOUT THE SAME THING ---

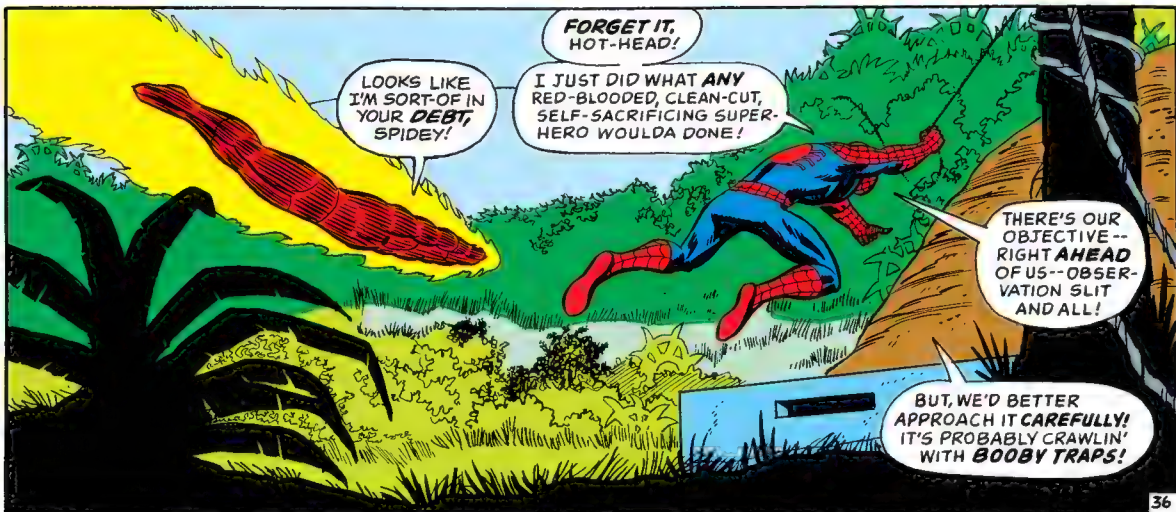
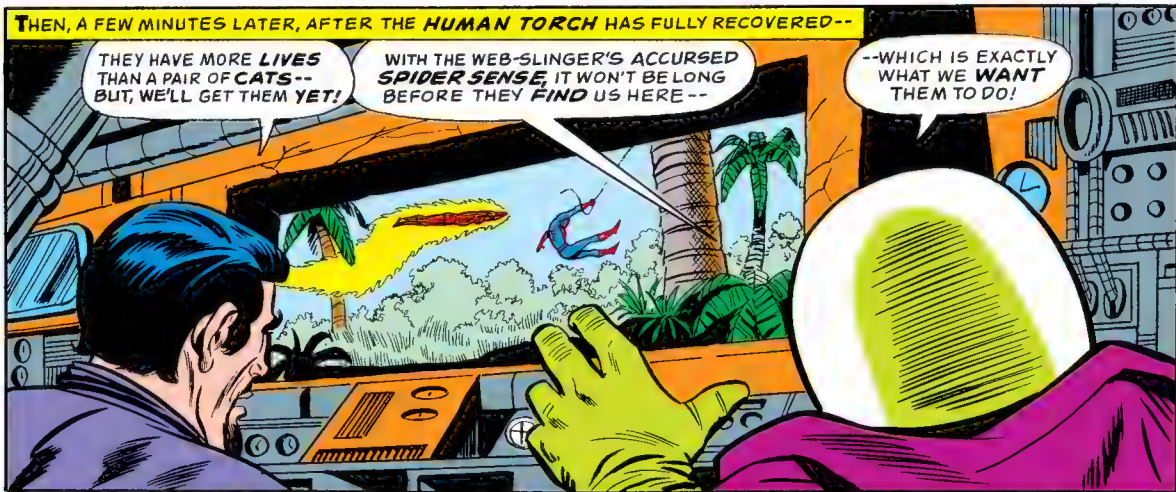
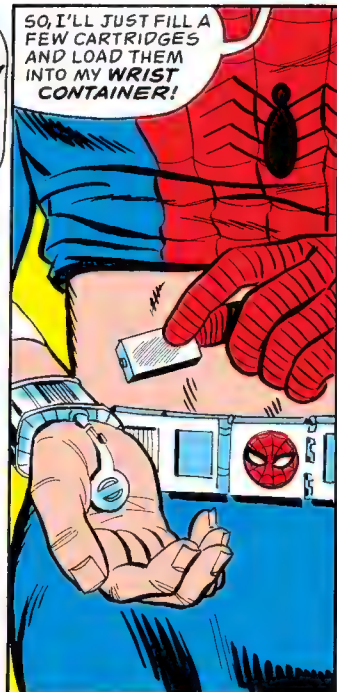


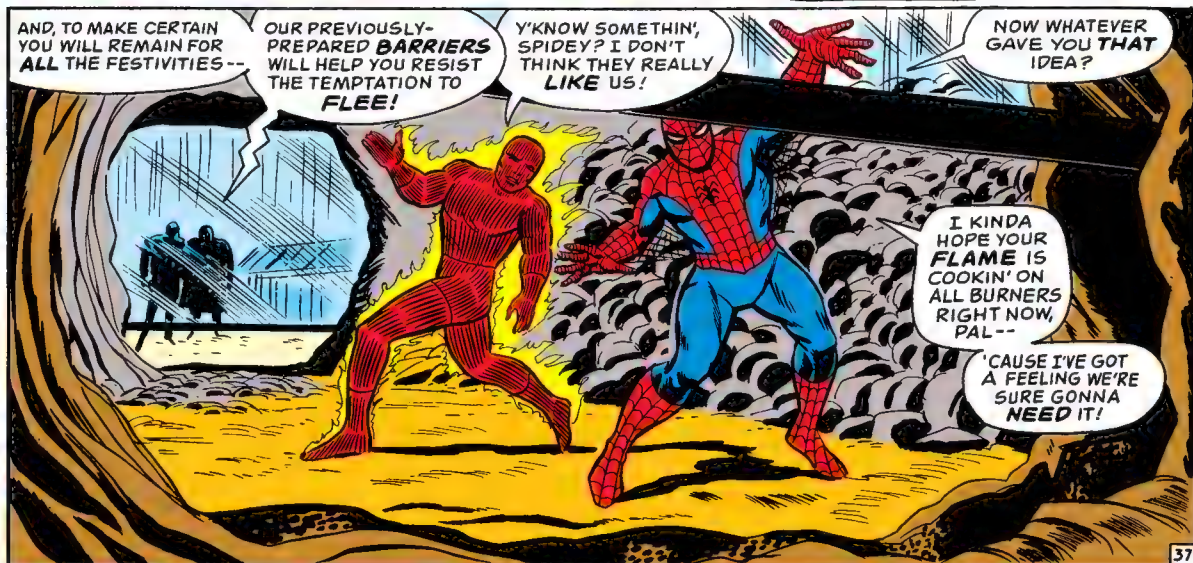
BUT, EVEN AS THE MERCILESS WIZARD GLOATS --

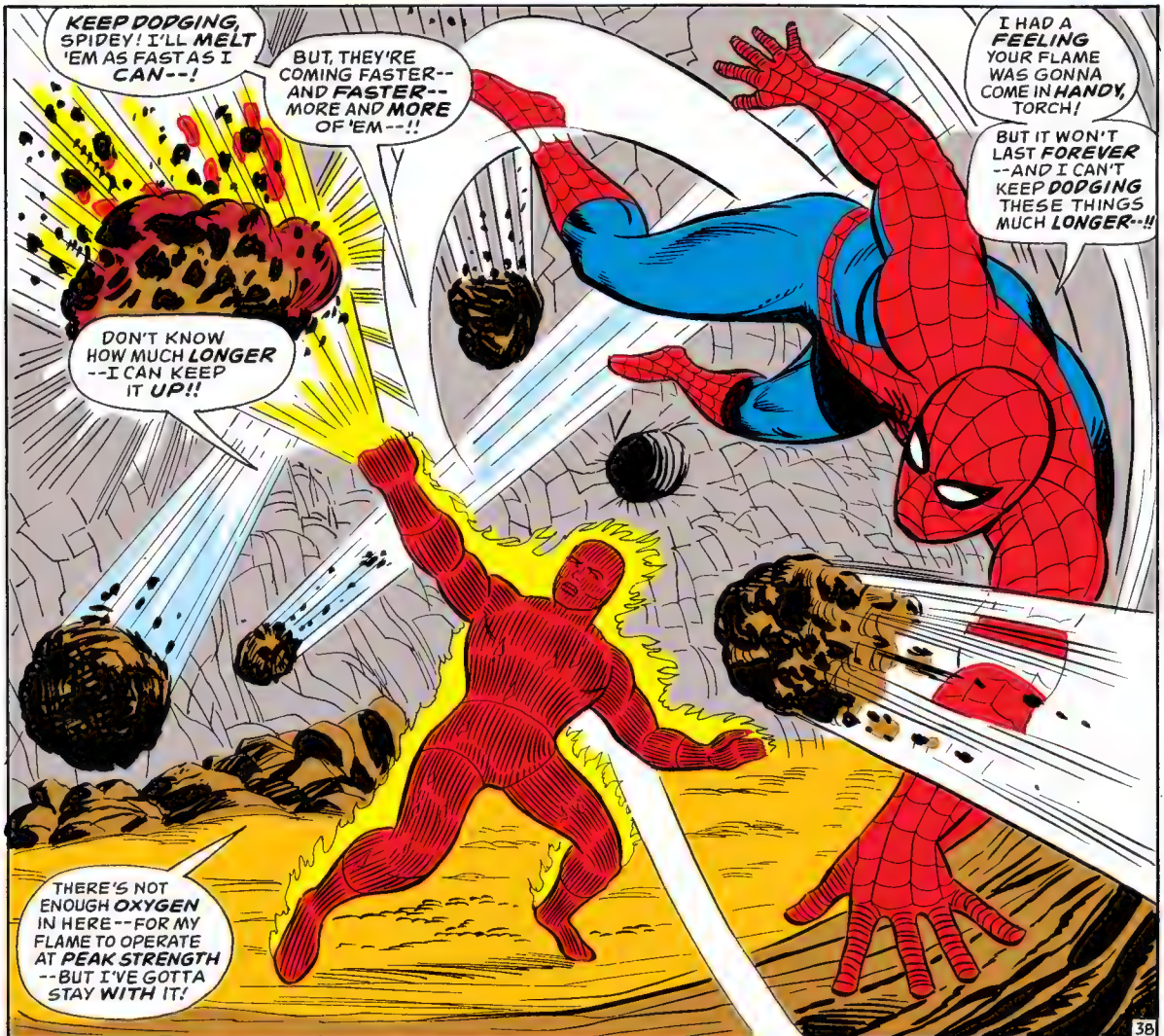
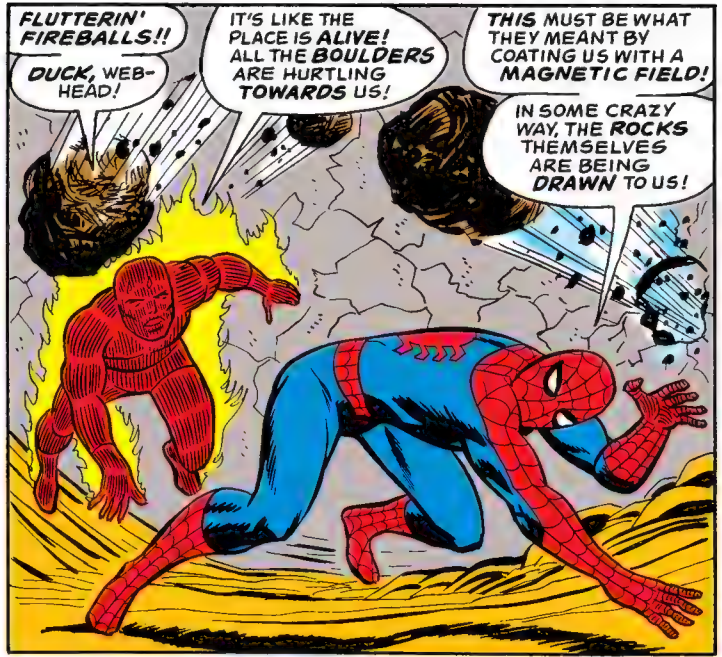


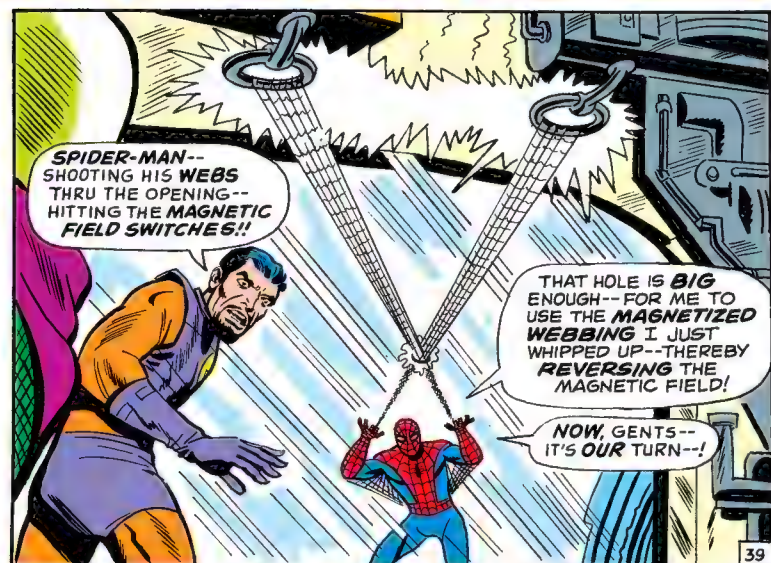
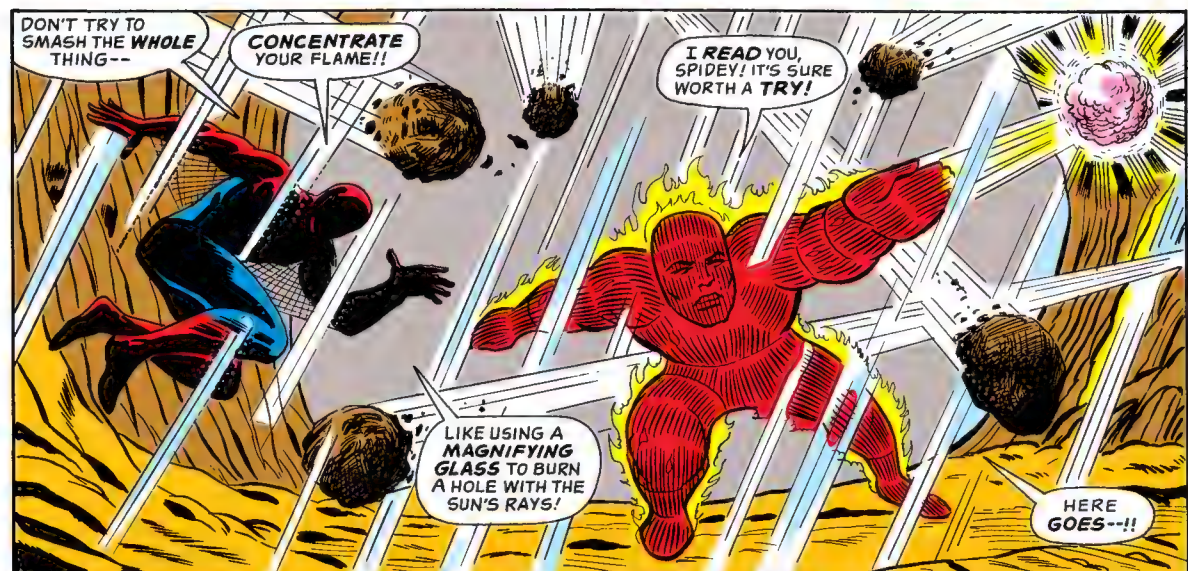
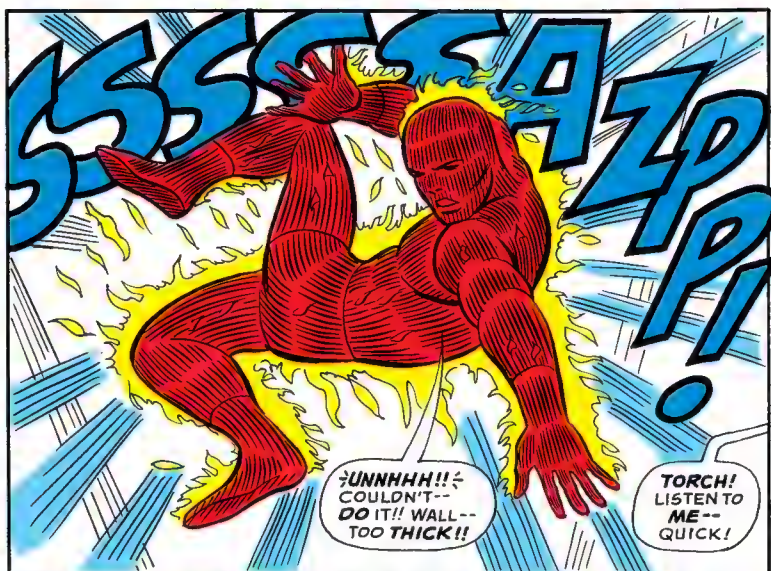
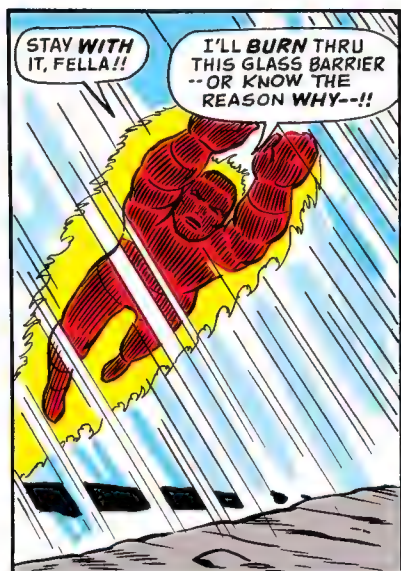
SOMETIMES A PAGE IS DRAWN WHICH JUST DOESN'T SEEM TO NEED ANY WORDS! IN FACT, WE FEEL THAT A LOT OF DIALOGUE, CAPTIONS, AND SOUND EFFECTS MIGHT ACTUALLY **DETRACT** FROM THE SHEER, STARK DRAMA OF THE ILLUSTRATIONS! THIS POWERFULLY-DRAWN PAGE IS A PERFECT CASE IN POINT...! 'NUFF SAID--!

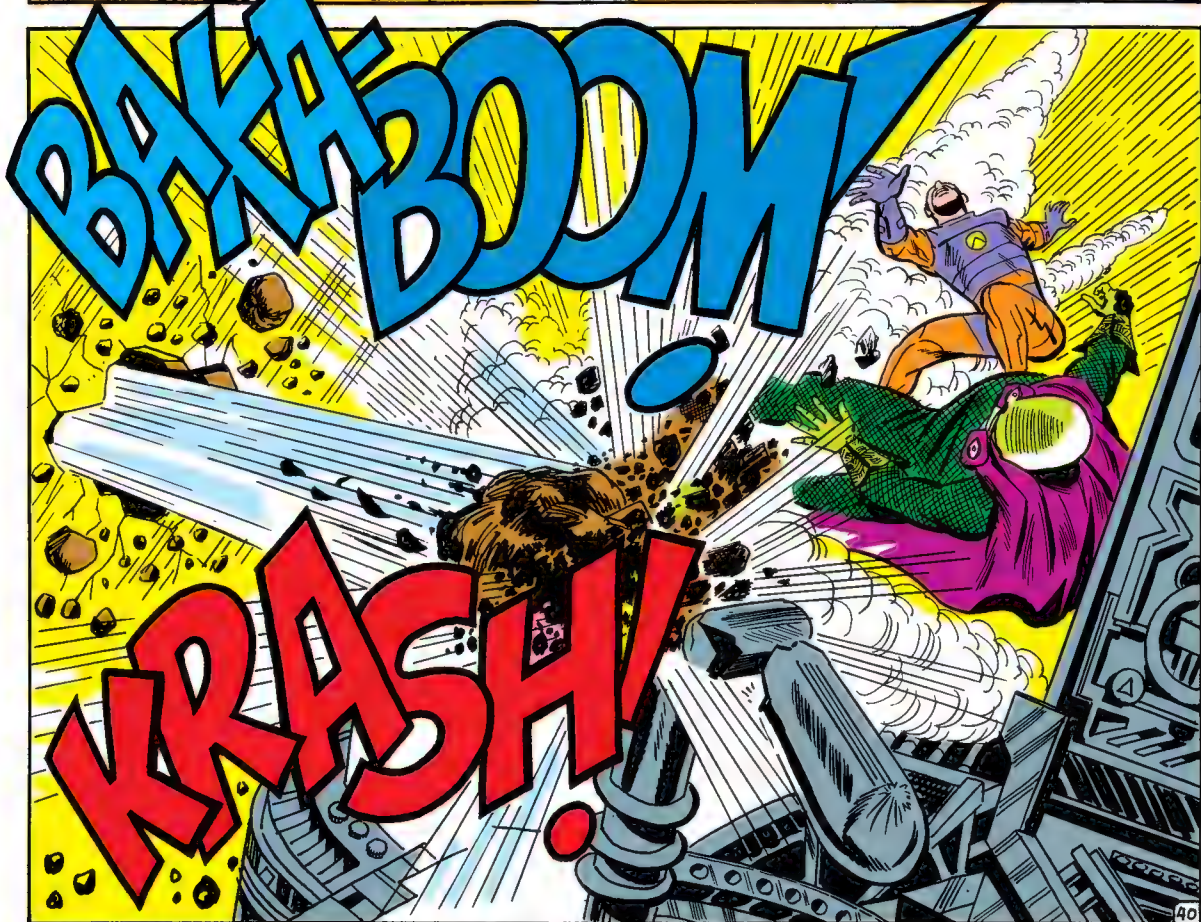


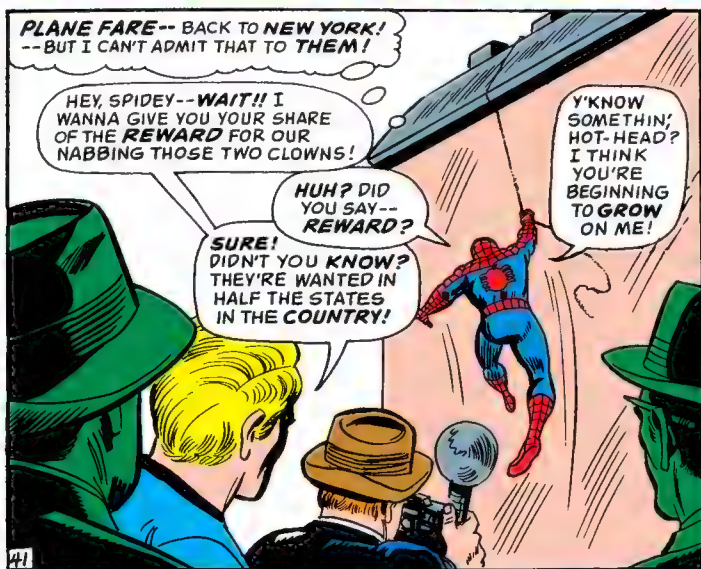
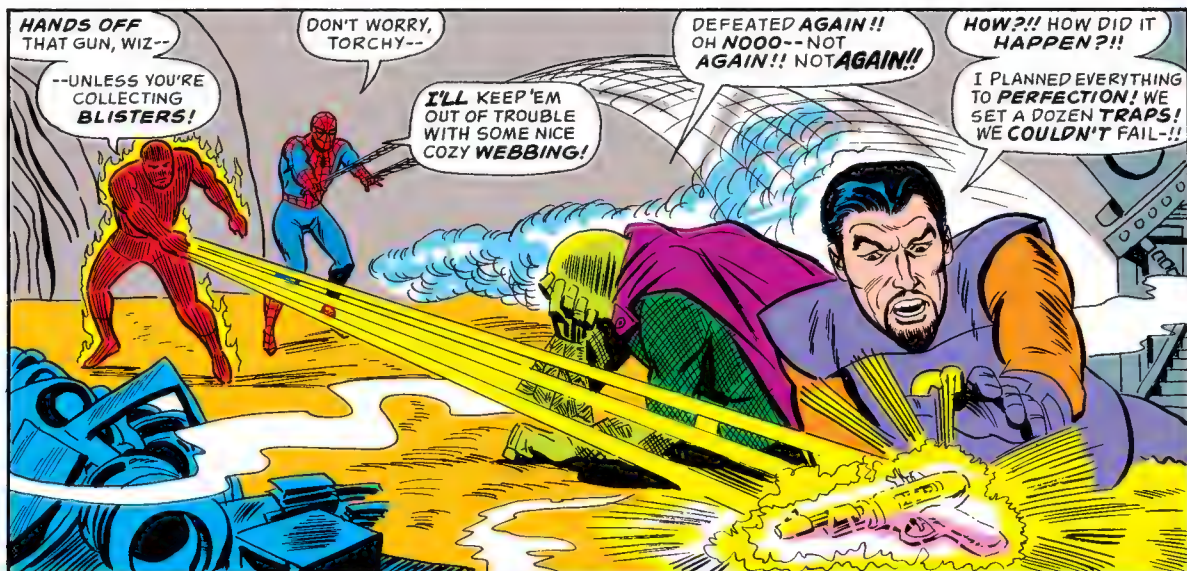












LET'S TAKE
A BREAK
AS WE VISIT...

THE COFFEE BEAN BARN!

THE UNOFFICIAL
CULTURAL CENTER
OF GOOD OL' E.S.U.!

TODAY'S SPECIAL:
YESTERDAY'S
LEFTOVERS!

IF YOU
DON'T
SEE WHAT
YOU WANT..

--FORGET
IT!!

IF YOU THINK OUR COFFEE
TASTES LIKE DISHWATER...
WAIT'LL YOU TASTE OUR
DISHWATER!

FREE ESPRESSO
TO ALL!
(--50¢ RENTAL FOR THE CUP
AND SAUCER.)

FU
MANCHU
FOR MAYOR

SUPPORT
CLEAN
HOBBITS!
WOODY
ALLEN
LIVES!
(MORE OR LESS!)

SHOW US AGAIN HOW YOU
TRAPPED AN ENTIRE ENEMY
PLATOON, FLASH BABY!

AWW, YOU MUST
BE SICK OF ARMY
TALK BY NOW!

WELL, NOW THAT
YOU MENTION IT...!

ANY UNIFORM
REALLY TURNS
THE CHICKS ON!

YEAH... EXCEPT
A SWINGIN' SPIDEY
SUIT!

HELP FEED
OUR
STARVING
JUKE
BOX

SPECIAL NOTE FOR FUTURE HISTORIANS:

THE UNVARNISHED EXPLANATION FOR WHY WE INCLUDED
YON SEEMINGLY UNRELATED DOUBLE-PAGE SPREAD IN
THIS NEVER-TO-BE-FORGOTTEN ISSUE IS: WHILE WORK-
ING ON THE REST OF THE MAG, WE BEGAN TO DEVELOP A
KING-SIZED THIRST, AND KEPT WISHING WE HAD SOME
CUPS OF JAVA! WELL, ONE THING LED TO ANOTHER, UNTIL...
HERE WE ARE... GULPIN' WITH THE GANG!

SO THIS IS
WHERE IT'S
HAPPENING,
MAY!

COOL IT,
SWEETIE! WE
DON'T WANT
THOSE CATS TO
DIG THAT WE'RE
HIPPIES!

FORGIVE US FOR THOSE LAST TWO
BITS OF DIZZY DIALOGUE, FAITHFUL
ONE... BUT, IT'S BEEN A LONG, HOT
SUMMER... AND WE DIDN'T THINK
YOU'D MIND IF WE LET OFF SOME
STEAM... JUST THIS ONCE!

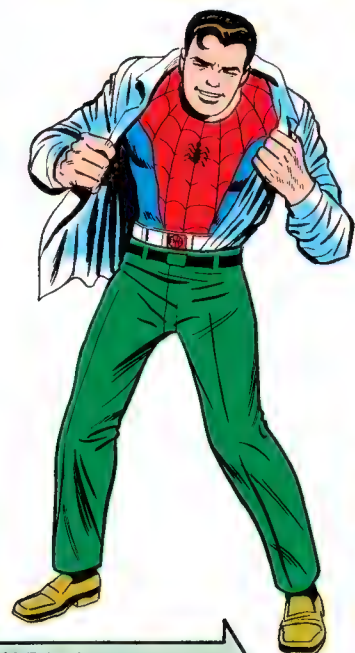
WHAT THE WELL-DRESSED SPIDER-MAN WILL WEAR

IN PLACE OF AN ORDINARY UNDERSHIRT, OUR HERO PREFERS A RED-AND-BLUE, DECORATOR-INSPIRED STRIPED MOTIF!

GLOVES AND HEAD MASKS ARE BEING TUCKED INTO ONE'S UTILITY BELT THIS YEAR...IN A BID FOR CHICNESS!

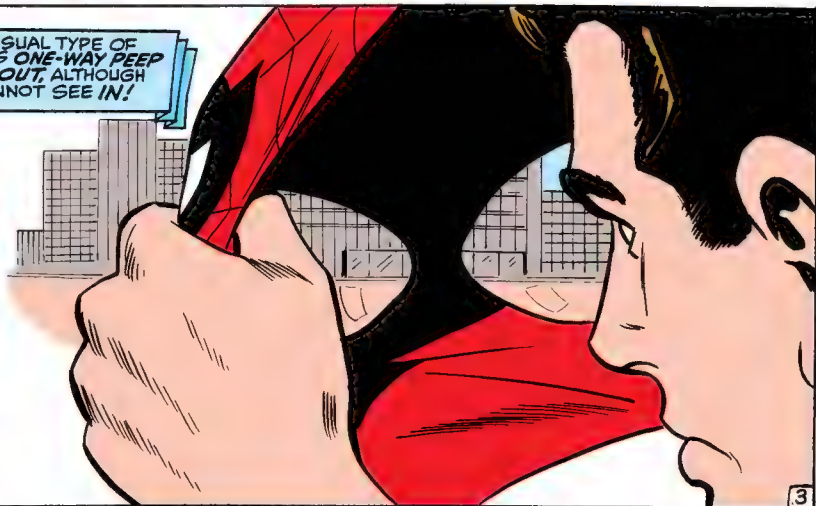
WHEN CLIMBING WALLS, IT IS RECOMMENDED TO LEAVE ONE'S STREET CLOTHES SECURELY WRAPPED IN A WEB-SACK... TO AVOID COSTLY CLEANING BILLS!

NOTE: THE NAILS MUST BE WELL TRIMMED TO PREVENT RIPPING DISTINCTIVE PATTERNED STRETCH-SOCKS...

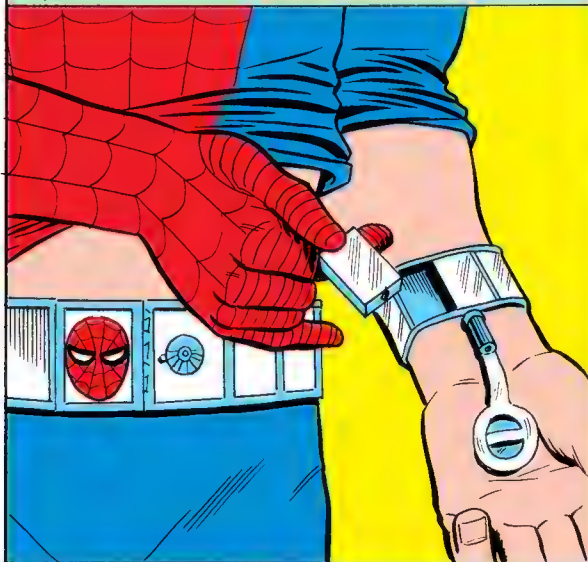


AN IMPROVEMENT OVER THE USUAL TYPE OF SUN-GLASSES ARE SPIDEY'S ONE-WAY PEEP HOLES! HE CAN EASILY SEE OUT, ALTHOUGH UNAUTHORIZED PERSONS CANNOT SEE IN!

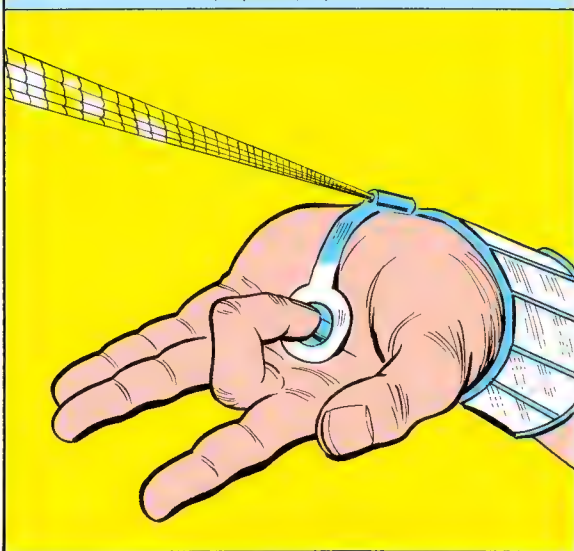
THEY'RE AVAILABLE ALSO IN SHOCKING PINK AND MORNING-AFTER RED!



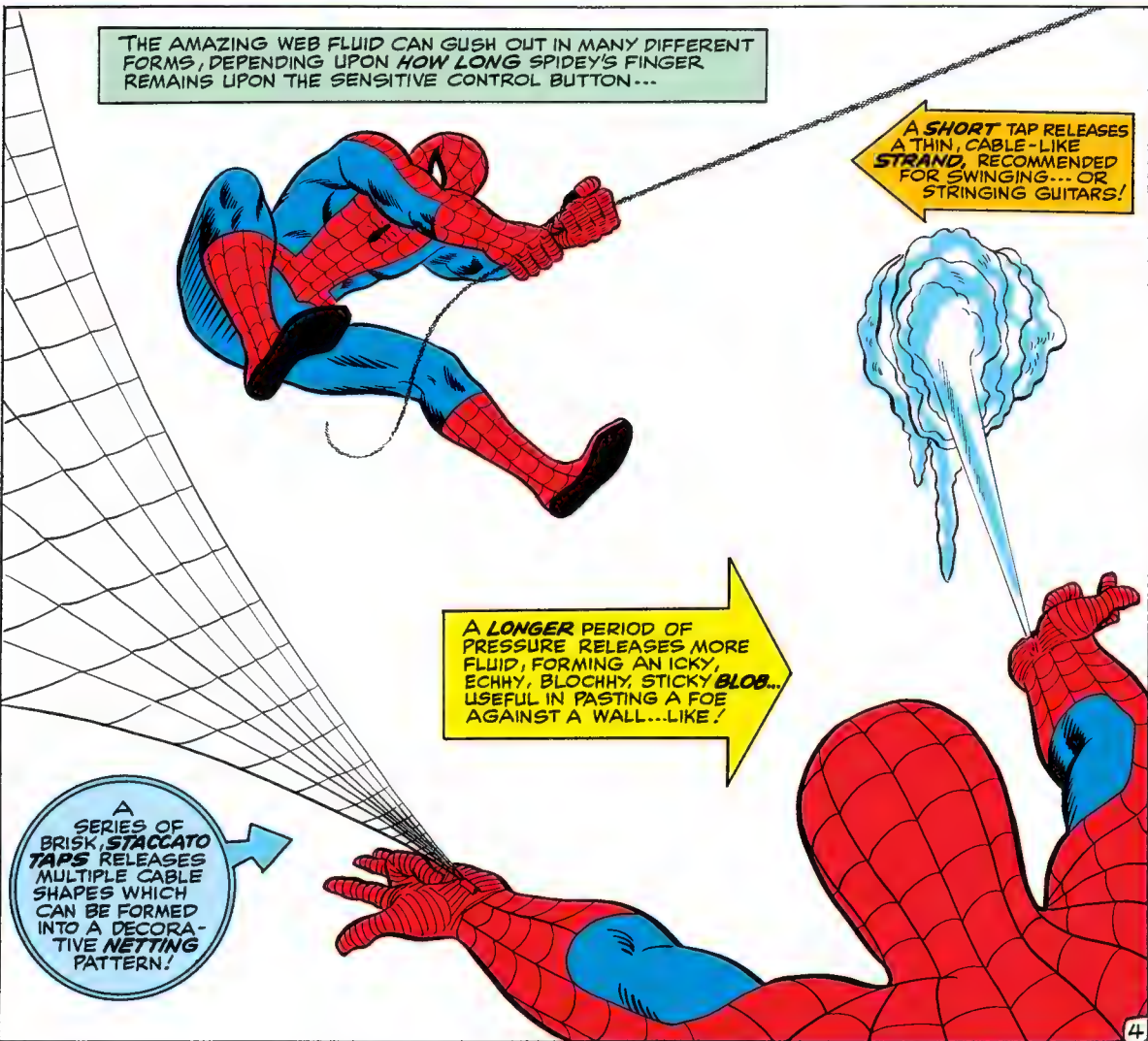
FOR THE MAN WHO HAS EVERYTHING, HIS OWN PERSONAL WEB-SHOOTER MAKES A UNIQUE AND WELCOME GIFT. CARTRIDGES ARE EXTRA, AND CAN BE OBTAINED PRACTICALLY NOWHERE AT ALL!



TO PREVENT ACCIDENTAL FIRING WHEN MAKING A FIST, IT IS NECESSARY TO TOUCH THE RELEASE BUTTON **TWICE**, IN A PRE-PROGRAMMED, PRE-SET PATTERN! IF YOU'VE SHORT, STUBBY FINGERS, FORGET IT!



THE AMAZING WEB FLUID CAN GUSH OUT IN MANY DIFFERENT FORMS, DEPENDING UPON **HOW LONG** SPIDEY'S FINGER REMAINS UPON THE SENSITIVE CONTROL BUTTON...



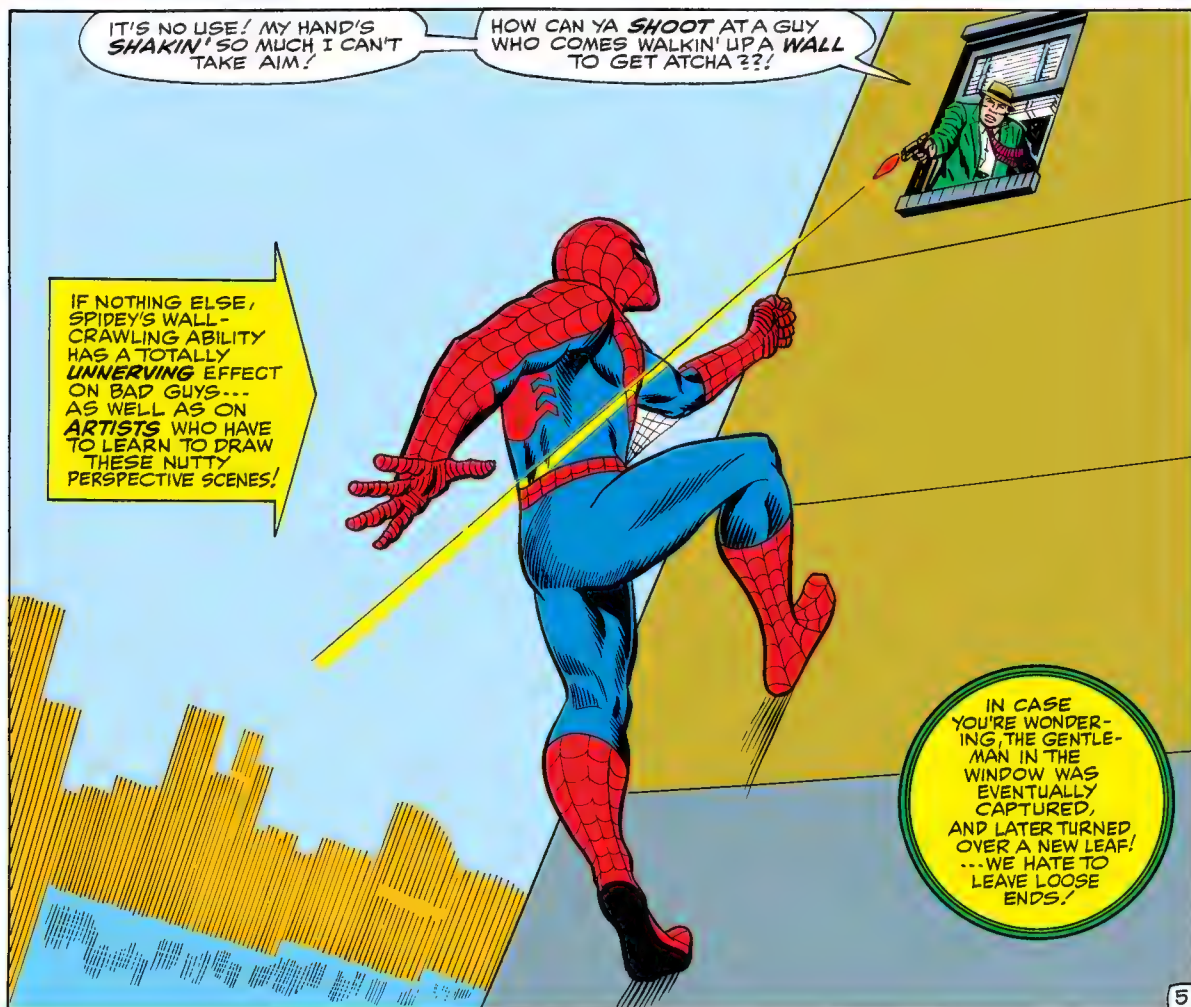
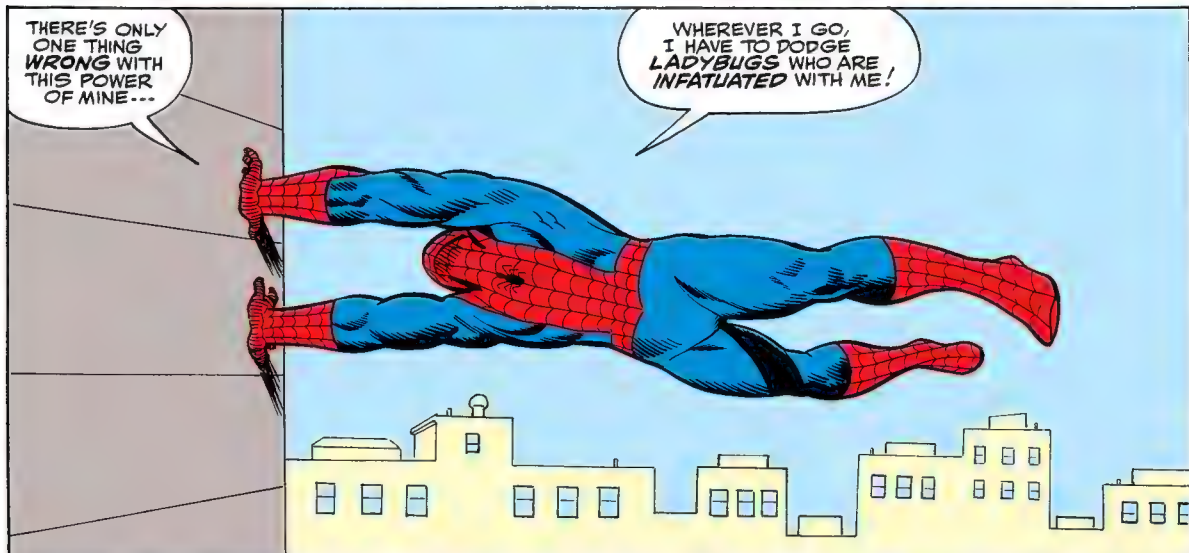
A **SHORT** TAP RELEASES A THIN, CABLE-LIKE **STRAND**, RECOMMENDED FOR SWINGING... OR STRINGING GUITARS!

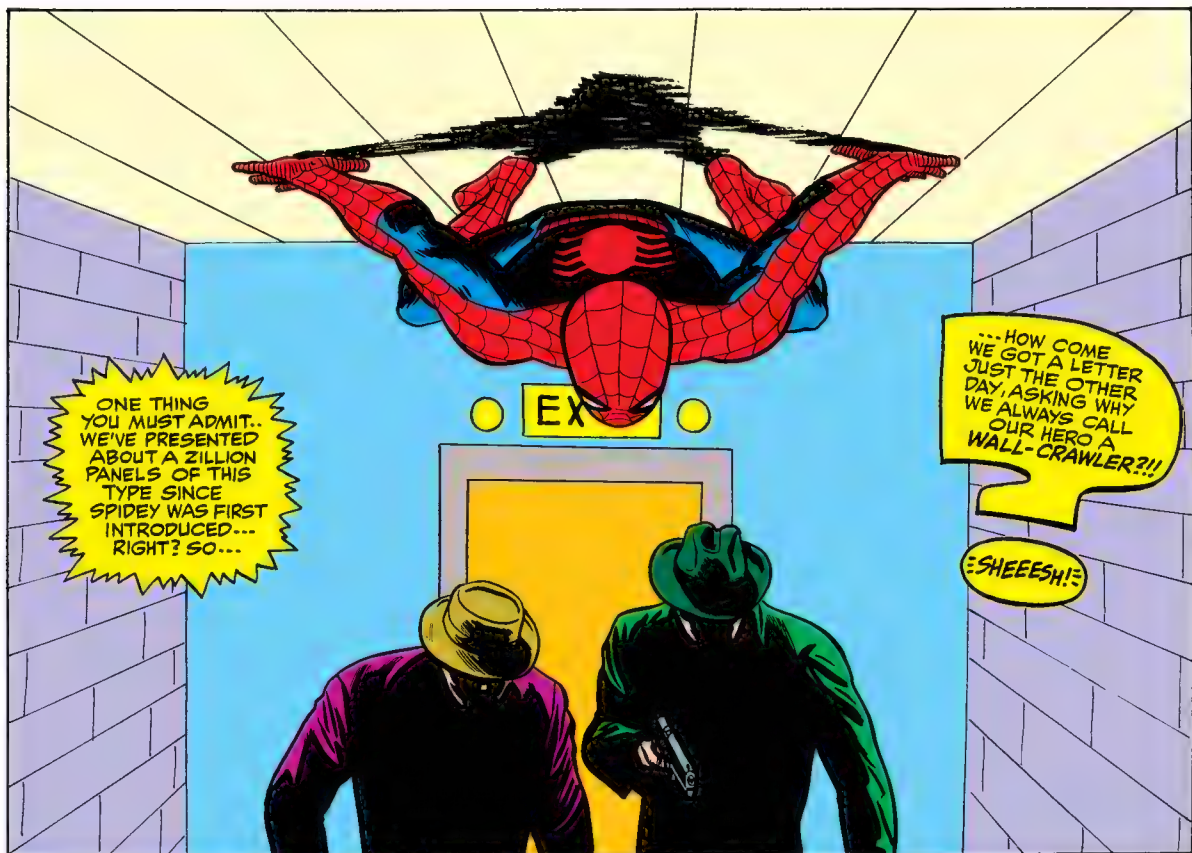
A **LONGER** PERIOD OF PRESSURE RELEASES MORE FLUID, FORMING AN ICKY, ECHHY, BLOCHHY, STICKY **BLOB**... USEFUL IN PASTING A FOE AGAINST A WALL...LIKE!

A **SERIES OF BRISK, STACCATO TAPS** RELEASES MULTIPLE CABLE SHAPES WHICH CAN BE FORMED INTO A DECORATIVE **NETTING** PATTERN!

SPIDEY'S GREATEST TALENT

THE ABILITY TO CLIMB WALLS AND STICK TO ANY SURFACE!





ONE THING YOU MUST ADMIT.. WE'VE PRESENTED ABOUT A ZILLION PANELS OF THIS TYPE SINCE SPIDEY WAS FIRST INTRODUCED... RIGHT? SO...

---HOW COME WE GOT A LETTER JUST THE OTHER DAY, ASKING WHY WE ALWAYS CALL OUR HERO A WALL-CRAWLER?!!

==SHEESH!==



NATURALLY, SPIDEY'S CLINGING POWER MAKES HIM THE EQUAL OF DAREDEVIL HIMSELF WHEN IT COMES TO HIGH-WIRE WALKING...



ALTHOUGH THERE ARE *SOME* THINGS OUR WEB-SPINNER CAN DO THAT EVEN *DD* MIGHT HAVE TO THINK TWICE ABOUT..!

SPIDEY'S WEBBING MAY BE USED IN A VARIETY OF WAYS! WE PRESENT SOME NOW... CAUTIONING YOU THAT THEY ARE ALL PROTECTED BY INTERNATIONAL PATENT LAW!... SO HANDS OFF!

FOR THOSE OF YOU WHO'VE BEEN LIVING IN A CAVE ALL THESE YEARS... THIS IS MY PRACTICALLY PRICELESS PARACHUTE!

OUR THANKS TO JOLLY JONAH JAMESON, WHO VOLUNTEERED TO DEMONSTRATE SPIDEY'S SAFETY NET WEBBING... AFTER BEING SLIGHTLY SHOVED THROUGH HIS OFFICE WINDOW!

WE'RE NOT SURE WHERE OUR HERO IS GOING... LIFE-SAVING ON HIS BRIDGE... BUT YOU MUST ADMIT... IT'S HELPING HIM TO GET THERE IN STYLE!

NOTE HOW A SOLIDLY-PACKED, AIR-TIGHT WEB BALL CAN SAVE SPIDEY FROM DROWNING... ALTHOUGH IT'S NOT MUCH HELP WHEN THE AIR RUNS OUT!

THIS SPACE FOR RENT!

ALTHOUGH IT'S NOTHING TO MAKE CAPTAIN AMERICA TURN GREEN WITH ENVY, SPIDEY'S WONDROUS WEB FLUID MAY EVEN BE FASHIONED INTO A MAKE-SHIFT SHIELD... ASBESTOS-COATED YET!

NO, YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN IS **NOT** THE STRONGEST CUT-UP IN MARVELDOM! EVEN **HE** MUST ADMIT THERE ARE THOSE WHO ARE **STRONGER!** BUT, REMEMBER, OUR BOY IS STILL A **YOUNGSTER!**



NO MATTER
WHO YOU ARE,
THERE'S ALWAYS
SOMEONE
STRONGER!

NO WONDER
I'M RIDDLED
WITH PHOBIAS
AND DEEP-
ROOTED
HANG-UPS!



SAY "HELLO" TO SPIDEY'S
**FAVORITE
FOES!**

**THE
GREEN
GOBLIN**

**THE
SINISTER
SANDMAN**

**THE NEW
VULTURE**

**THE
LOVABLE
LIZARD**

**EVER-LOVIN'
ELECTRO**

**KRAVEN,
THE
HUNTER**

**DARLIN'
DOC OCK**

**THE
RAMPAGING
RHINO**

...AND WAIT'LL
YOU SEE THE
NEW ONES
IN STORE FOR
YOU AND
SPIDEY
IN THE MONTHS
TO COME!

THEY'LL FLIP YOU
OUTTA YOUR WEB,
CHARLIE!



FINALLY... A VISIT TO PETEY'S PAD!

THIS IS THE *LIVING ROOM* (AS IF YOU COULDN'T TELL) OF THE APARTMENT PETE SHARES WITH HARRY OSBORN. IT'S NOT USUALLY THIS NEAT, BUT THEY TIDIED IT UP WHEN THEY HEARD WE WERE COMING!

THIS IS THE *DOOR* LEADING TO HARRY'S OWN BEDROOM... BUT IT'S NOT WHAT INTERESTS US MOST...

SO LET'S TAKE A PEEK AT *PETER'S ROOM*... 'CAUSE *THAT'S* THE SCENE WE MEAN...

WE'RE NOT SURE, BUT WE SUSPECT THAT THIS IS WHERE THEY STORE THEIR EVER-GROWING COLLECTION OF *MARVEL COMICS*!

NO! NO! NO! THIS BRICK WALL ISN'T *REALLY* BROKEN! WE JUST DREW IT THIS WAY SO THAT YOU COULD SEE *OVER* IT!

WE SUGGEST THAT YOU *FILE* THIS EARTH-SHAKING DOUBLE-SPREAD IN A SAFE PLACE FOR FUTURE REFERENCE...

...AFTER ALL, YOU NEVER KNOW WHEN WE'LL FOLLOW ONE OF OUR YARNS WITH A SURPRISE *EXAM*!

PETEY'S PAD!

UH OH! HARRY'S BACK FROM HIS DATE *EARLIER* THAN I EXPECTED!

I'D BETTER LOCK MY CLOSET DOOR AGAIN... BUT FAST!

SPIDEY'S SPARE COSTUMES

BATTERIES FOR FLASHLIGHT SPIDER SIGNAL

VITAL SPARE CARTRIDGES FOR WEB SHOOTER

WIDE-ANGLE AND SPECIAL CAMERA LENSES

WEB-FLUID CHEMICALS

HIGH-SPEED FILM FOR CAMERA

OKAY! HERE'S THE SENSES-SHATTERING SCOOP WE PROMISED YOU... THIS ENTIRE ISH WAS PASSIONATELY PENCILLED BY NONE OTHER THAN LOVABLE *LARRY LIEBER*, OUR BATTY BULLPEN'S BLUSHIN' BACK-UP MAN!

WE WANNA TELL YOU *ONE YEAR IN ADVANCE*, THAT OUR 1968 SPIDEY SPECIAL WILL FEATURE THE LONG-AWAITED, MYSTERIOUS SAGA OF *PETER PARKER'S PARENTS*! IT'LL BE PENCILLED BY LARRUPIN' LARRY AND INKED BY OL' RING-A-DING HIMSELF! SEE YA THEN, PUSSYWILLOW!



the AMAZING SPIDER-MAN™

APPROVED
BY THE
COMICS
CODE
AUTHORITY

MARVEL
COMICS
GROUP
12¢ 53
IND. OCT

LOOK
WHO'S
BACK!



DOC OCK!
'NUFF SAID!

THE AMAZING SPIDER-MAN!™

ENTER: DR. OCTOPUS

WELL, IT FIGGERS!
I DID ALL THE WORK,
AND JOLLY JONAH
WRITES THE STORY
AS IF HE'S THE HERO
AND I'M THE HEAVY!

*IT
HAPPENED
LAST ISH,
AS ALL
BELIEVERS
KNOW!
--SMILEY

IT'S THINGS LIKE
THIS THAT MAKE A
FELLA WANT TO
CANCEL HIS
SUBSCRIPTION!

SPIDER-MAN!
GET OUTTA THERE,
YOU WEB-SWINGING
WEASEL!

J. JONAH JAMESON
AND FRED FOSWELL
HEROES IN CASE OF
SPIDER-MAN AND
THE KINGPIN!
FOSWELL LOSES
LIFE!

ALL MY
EMPLOYEES
ARE SO BUSY
GAWKIN' AT YOU
THAT THEY'RE
NOT GETTING
ANY WORK
DONE!

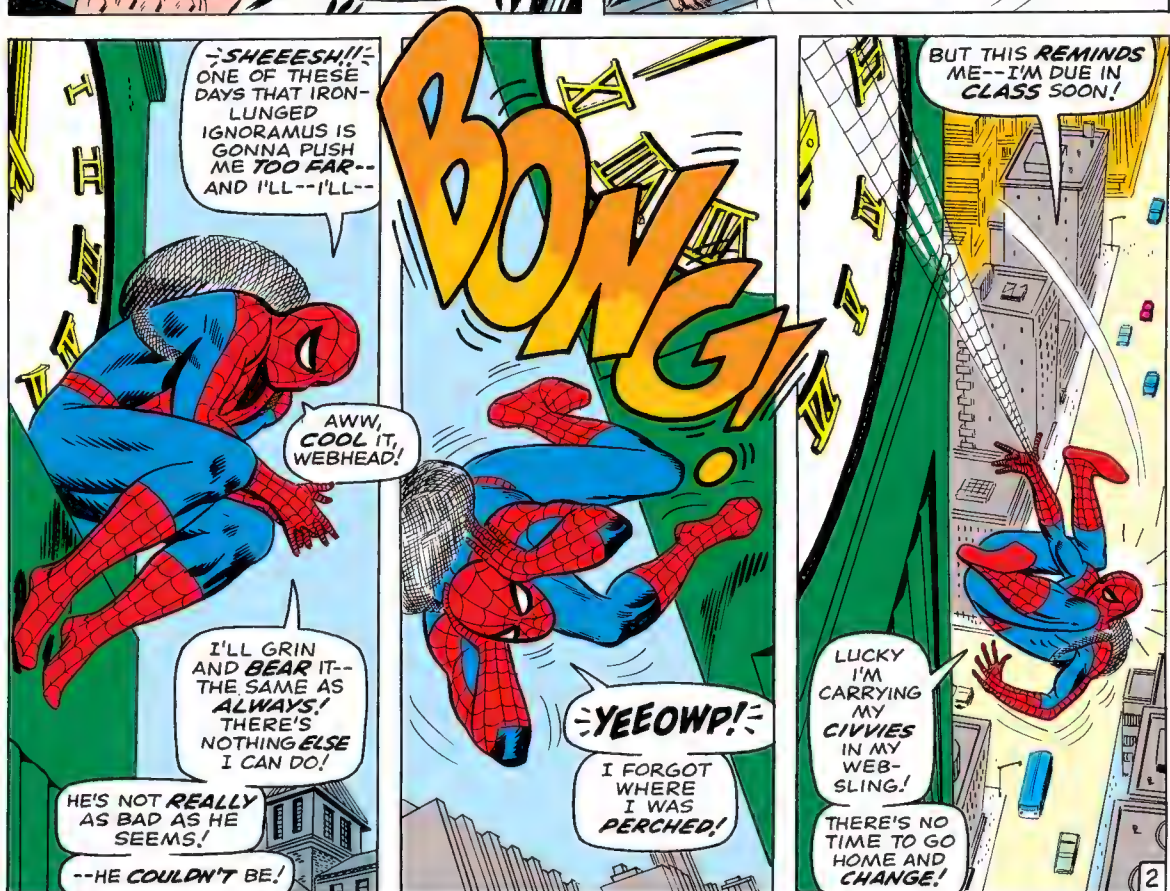
WHEN YOU FINISH APPLAUDING,
SEND YOUR THANK-YOU
NOTES TO:

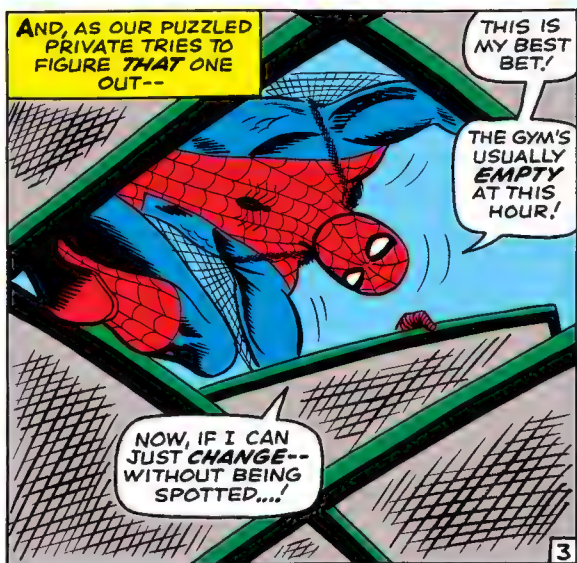
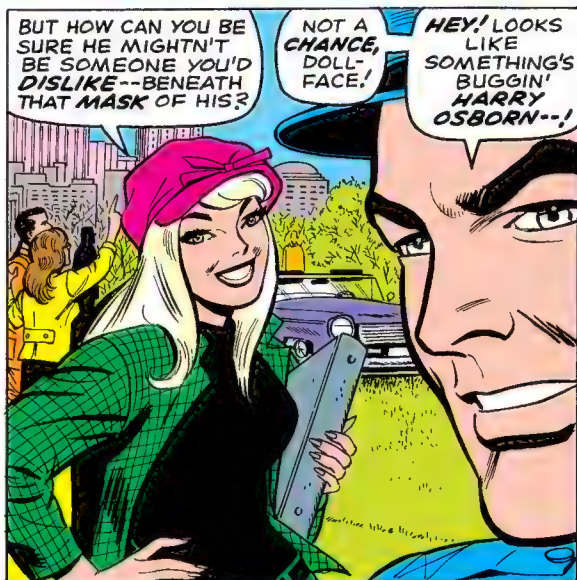
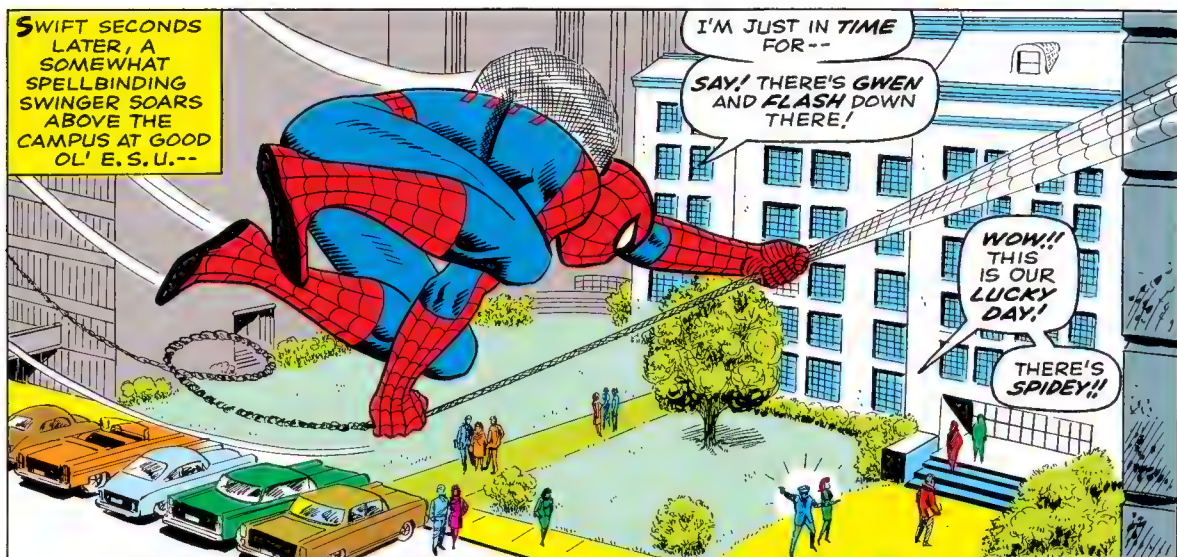
SMILIN' JAZZY
STAN and JOHNNY
LEE and ROMITA

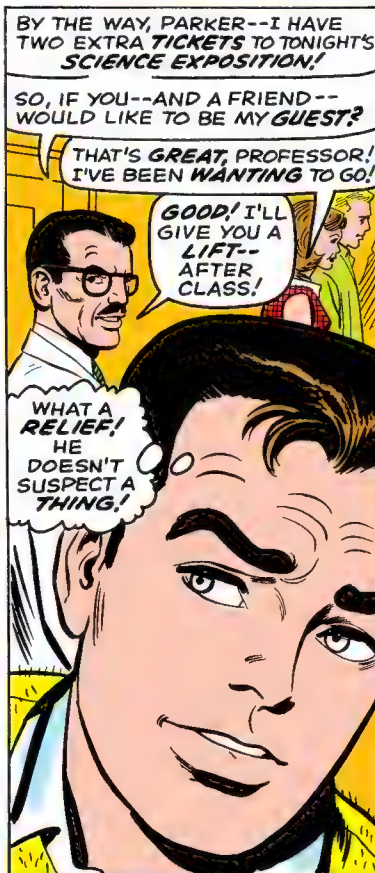
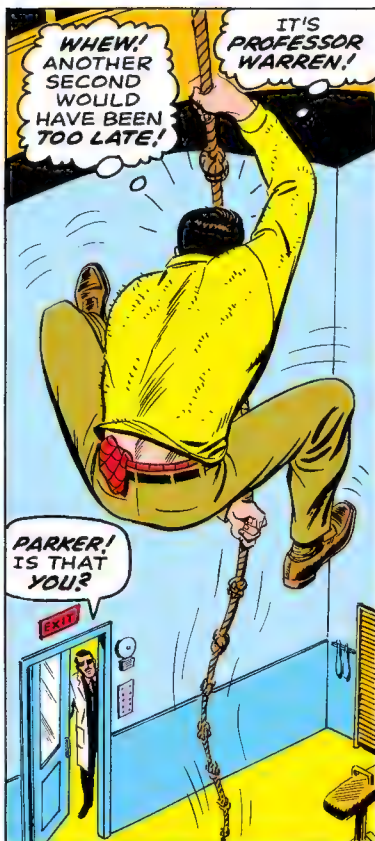
COME TO THINK OF IT,
MICKEY DEMEO
EMBELLISHER, AND
ARTIE SIMEK,
LETTERER,
MIGHT LIKE TO HEAR
FROM YOU, TOO!

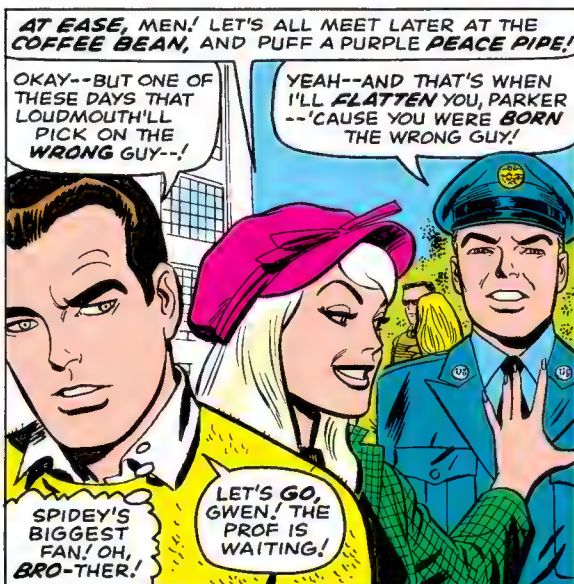
DON'T JUST
DANGLE THERE,
YOU PHONY
FINK--

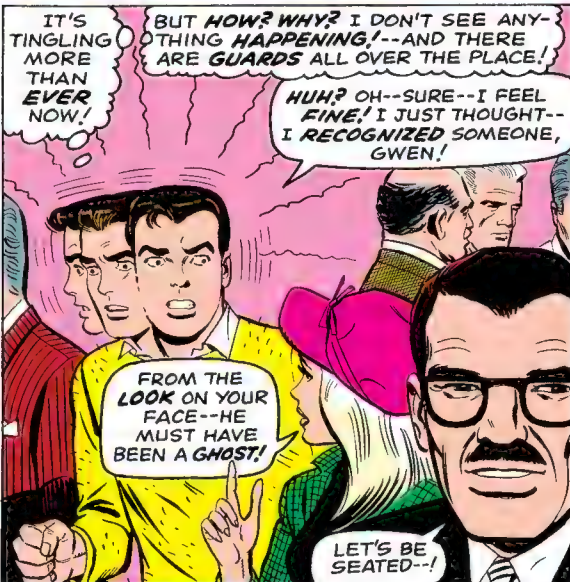
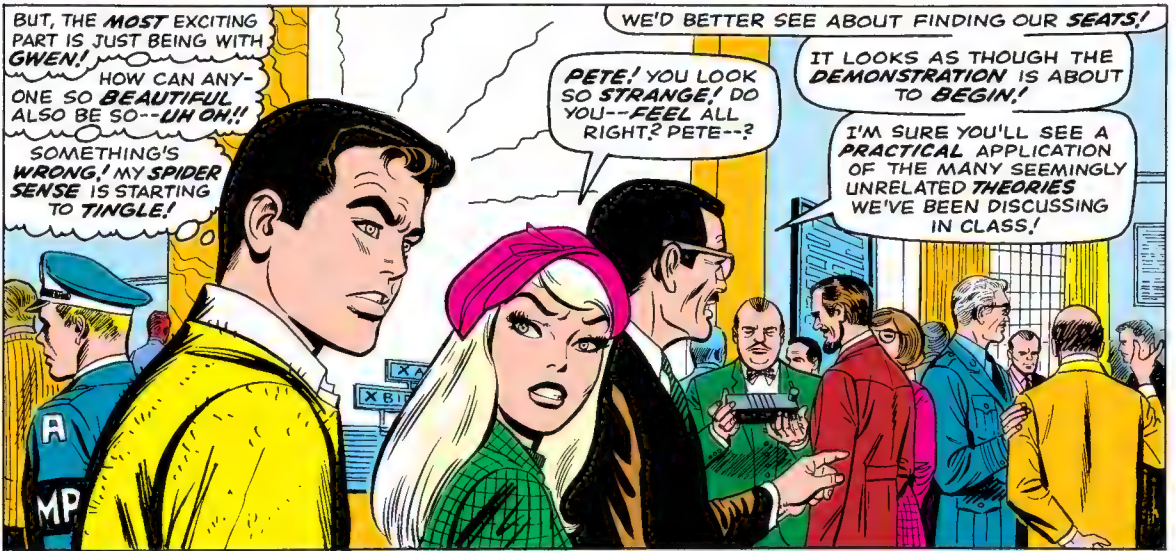
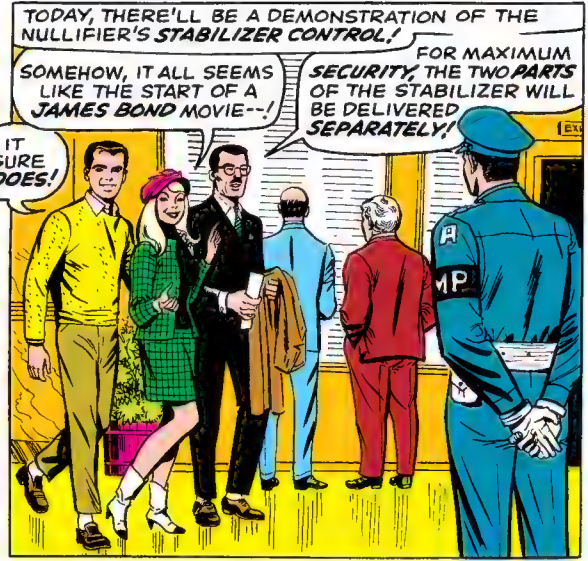
SAY
SOMETHING!!

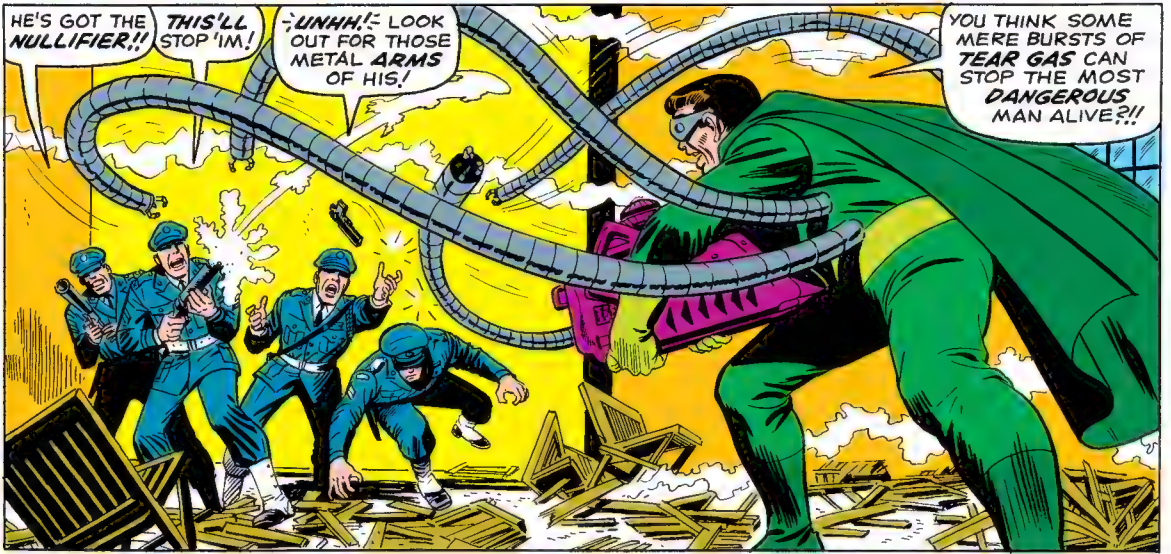
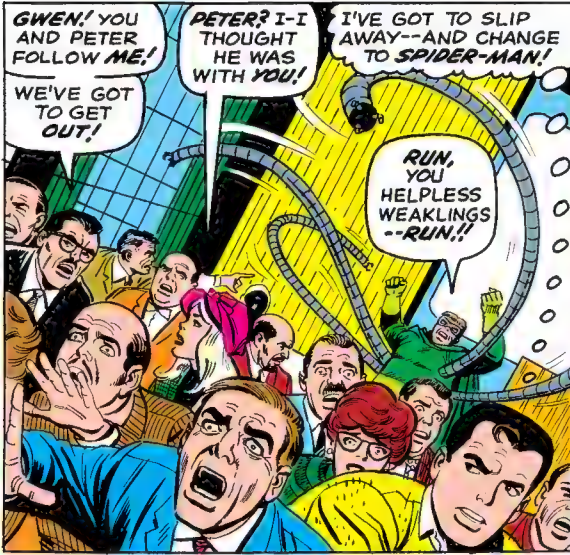


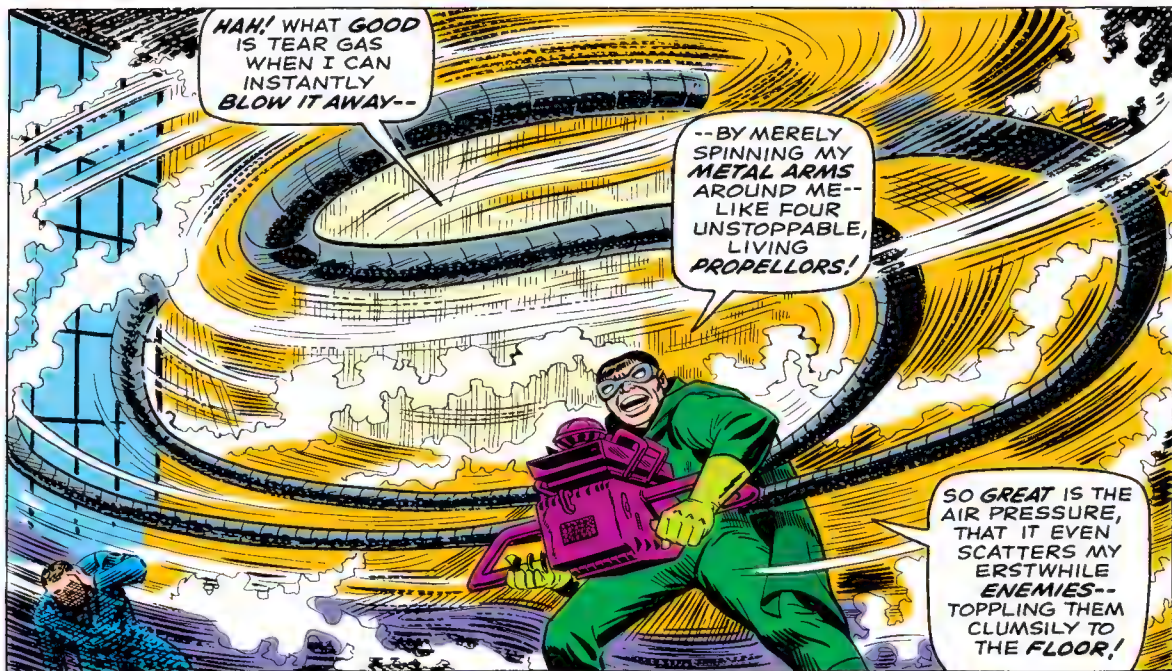




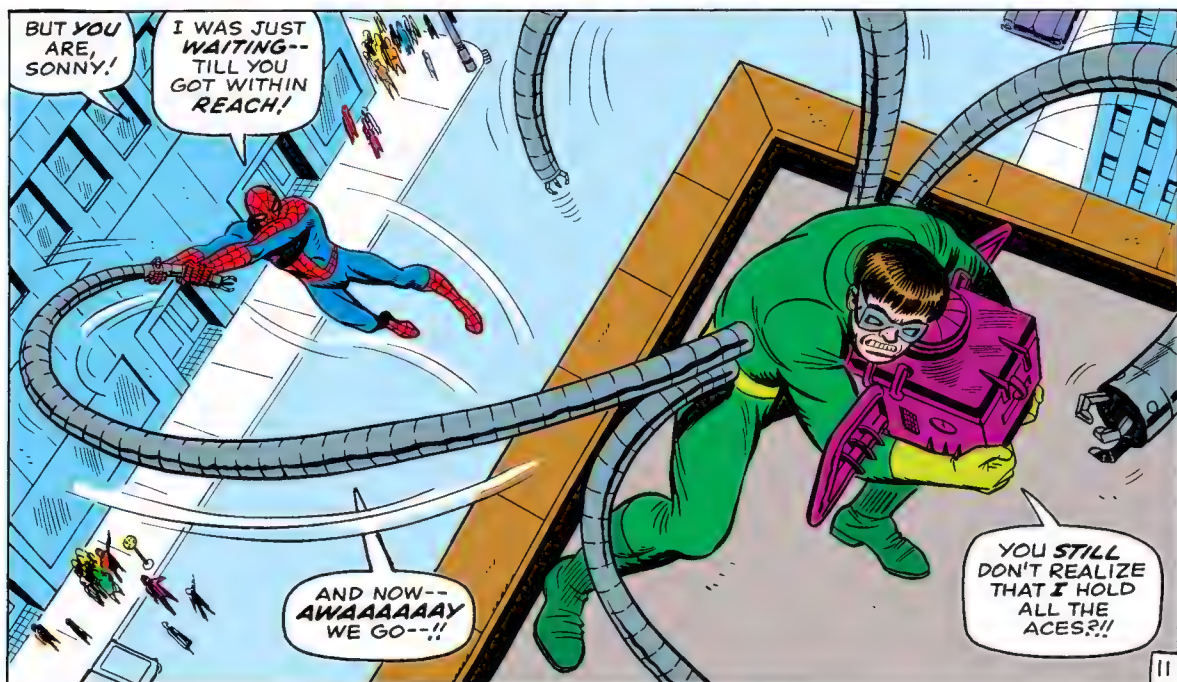












MEANWHILE, AMONG THE MANY SPELLBOUND SPECTATORS ON THE GROUND, WE FIND--



THERE'S NO SIGN OF PETER ANY-- WHERE!!

I DON'T UNDERSTAND IT!

WHAT COULD HAVE HAPPENED TO HIM?

I CAN'T HELP FEELING THAT HE'S IN SOME SORT OF DANGER!

TALK ABOUT FEMALE INTUITION! GORGEOUS GWEN JUST COULDN'T BE RIGHTER!



HEADS UP, DOC!


YOU FIGURED YOU'D HAVE THE **ADVANTAGE** HERE ON THE ROOF-- 'CAUSE YOU COULD STAND ON YOUR FEET, AND USE ALL FOUR ARMS FOR FIGHTING, EH?

WELL, YOU CAN'T HIT WHAT YOU CAN'T SEE--

--AND YOU WON'T SEE ME WHILE YOUR GOGGLES ARE COVERED WITH **WEB FLUID!**

YOU'RE TRULY **CLEVER**, SPIDER-MAN!!

BUT NOT **CLEVER ENOUGH!**



EVEN WITH MY **VISION** OBSCURED, MY **ARMS** WILL BRING ME **VICTORY!**

THE **NULLIFIER!!** YOU'RE DANGLING IT OVER THE **STREET** BELOW!

IF I DROP IT--DOZENS WILL BE CRUSHED!

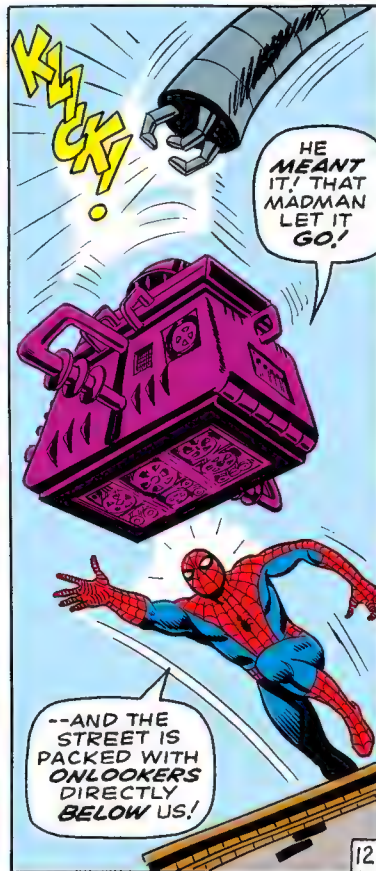


SO YOU CAN'T EVEN FOLLOW UP YOUR SMALL VICTORY!

NOT WHILE INNOCENT PEOPLE NEED YOUR **PROTECTION!**

HE'S RIGHT! I CAN'T LET THAT FALL!

NOR CAN I RUN OFF-- WITHOUT PLANTING MY **SPIDEY TRACER!**



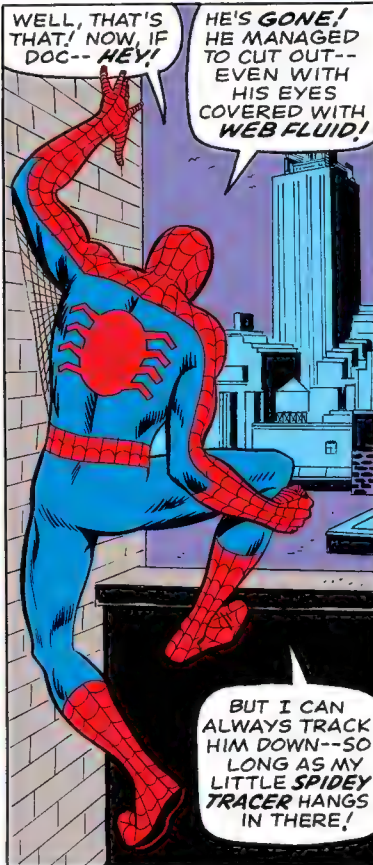
KKKY

HE **MEANT** IT! THAT MADMAN LET IT GO!

--AND THE STREET IS PACKED WITH **ONLOOKERS** DIRECTLY BELOW US!



AND, AS THE MULTI-ARMED MENACE FEELS HIS WAY INTO THE ALL-CONCEALING SHADOWS OF NIGHT--



SINCE MODESTY IMPELS US TO TURN AWAY WHILE SPIDEY CHANGES CLOTHES ONCE MORE, LET'S RETURN TO THE FIENDISHLY FLEEING **DOC OCK**--

I'M LUCKY MY HIDDEN **LAB** ISN'T FAR FROM HERE!

I SHOULD BE **REACHING** IT BEFORE LONG!

AFTER THE THINGS I'VE **ESCAPED** FROM IN THE PAST, THIS **WEB FLUID** WON'T STOP ME **NOW!**

"I REMEMBER THE **LAST** TIME I BATTLED **SPIDER-MAN**! IT SEEMED THAT WE WERE **BOTH** DESTINED FOR A **WATERY GRAVE**--!"*

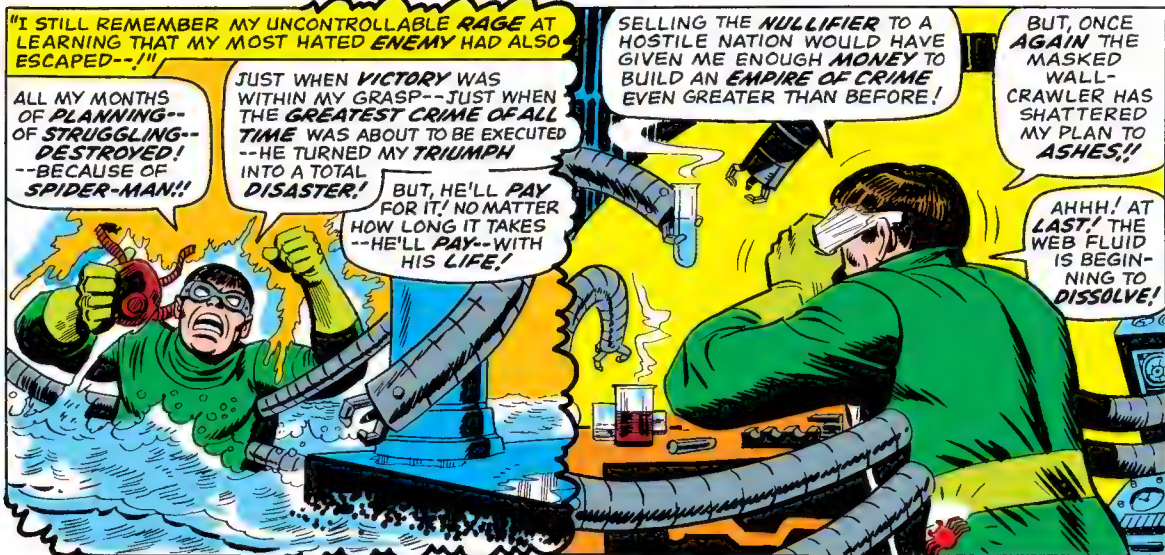
***BE SUSPICIOUS!** CHECK FOR YOURSELF IN YOUR NOW-PRICE-LESS COPY OF **SPIDEY#33!**
--SENTENTIOUS STAN.

"BUT, I HAD UNDER-ESTIMATED HIS **STRENGTH**--THE **STRENGTH** WHICH **SAVED** HIM--!"

"JUST AS MY OWN **HYDRAULIC-POWERED ARMS** SAVED **ME**--BY RAISING ME UP TO AN **AIR POCKET**--"

"--ALLOWING ME PRECIOUS TIME TO GRAPPLE FOR AN **OXYGEN TANK**, WHICH HAD BEEN PART OF MY BASIC **EQUIPMENT**--"

"--AND, ENABLING ME TO MAKE MY WAY INTO THE SAME **TUNNEL** AS THE ONE WHICH **SPIDER-MAN** HAD ESCAPED THRU, JUST SECONDS EARLIER!"



"I STILL REMEMBER MY UNCONTROLLABLE RAGE AT LEARNING THAT MY MOST HATED ENEMY HAD ALSO ESCAPED--!!"

ALL MY MONTHS OF PLANNING-- OF STRUGGLING-- DESTROYED! --BECAUSE OF SPIDER-MAN!!

JUST WHEN VICTORY WAS WITHIN MY GRASP--JUST WHEN THE GREATEST CRIME OF ALL TIME WAS ABOUT TO BE EXECUTED --HE TURNED MY TRIUMPH INTO A TOTAL DISASTER!

BUT, HE'LL PAY FOR IT! NO MATTER HOW LONG IT TAKES --HE'LL PAY--WITH HIS LIFE!

SELLING THE NULLIFIER TO A HOSTILE NATION WOULD HAVE GIVEN ME ENOUGH MONEY TO BUILD AN EMPIRE OF CRIME EVEN GREATER THAN BEFORE!

BUT, ONCE AGAIN THE MASKED WALL-CRAWLER HAS SHATTERED MY PLAN TO ASHES!!

AHHH!! AT LAST! THE WEB FLUID IS BEGINNING TO DISSOLVE!



I KNEW IT WOULDN'T BE ABLE TO ADHERE TO MY GLASSES FOR-- WAIT!! WHAT'S THAT?

SOMETHING WAS STUCK TO MY BACK! MY MOVING TENTACLES BRUSHED IT OFF!

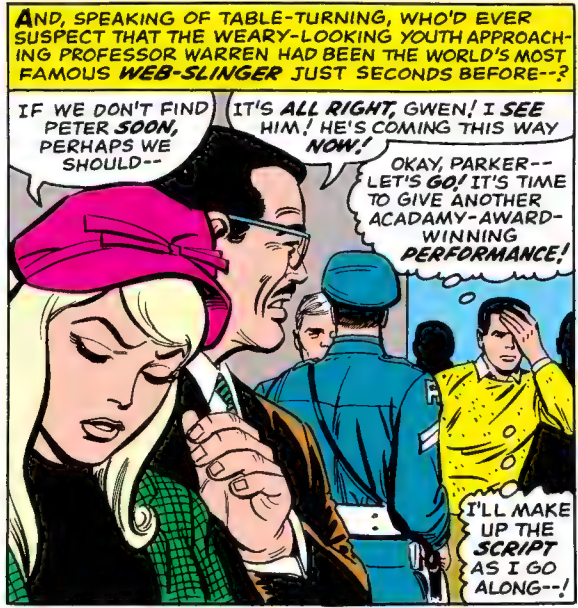
THIK!



IT'S SOME SORT OF MINIATURE TRANSMITTER --IN THE SHAPE OF A SPIDER!!

IT CAN ONLY MEAN ONE THING-- HE PLANTED A TRACER ON ME-- SO THAT HE COULD TRACK ME DOWN!

BUT-- THERE STILL MAY BE TIME FOR ME TO TURN THE TABLES!!



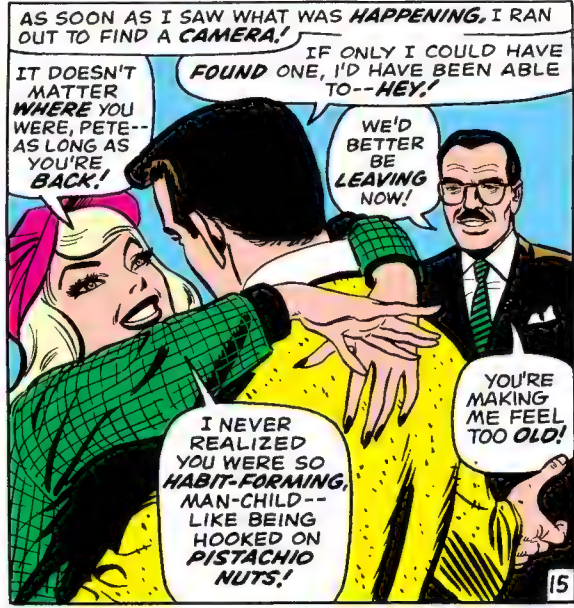
AND, SPEAKING OF TABLE-TURNING, WHO'D EVER SUSPECT THAT THE WEARY-LOOKING YOUTH APPROACHING PROFESSOR WARREN HAD BEEN THE WORLD'S MOST FAMOUS WEB-SLINGER JUST SECONDS BEFORE--?

IF WE DON'T FIND PETER SOON, PERHAPS WE SHOULD--

IT'S ALL RIGHT, GWEN, I SEE HIM, HE'S COMING THIS WAY NOW!

OKAY, PARKER-- LET'S GO! IT'S TIME TO GIVE ANOTHER ACADEMY-AWARD-WINNING PERFORMANCE!

I'LL MAKE UP THE SCRIPT AS I GO ALONG--!



AS SOON AS I SAW WHAT WAS HAPPENING, I RAN OUT TO FIND A CAMERA!

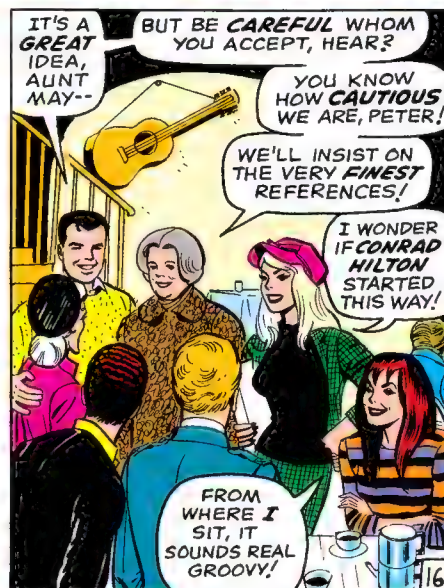
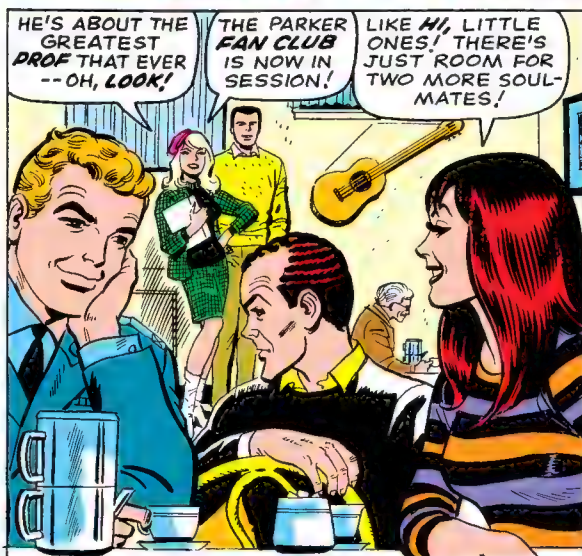
IT DOESN'T MATTER WHERE YOU WERE, PETE-- AS LONG AS YOU'RE BACK!

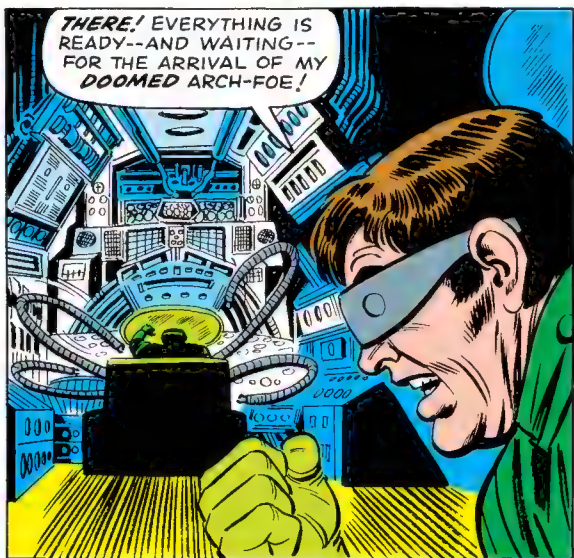
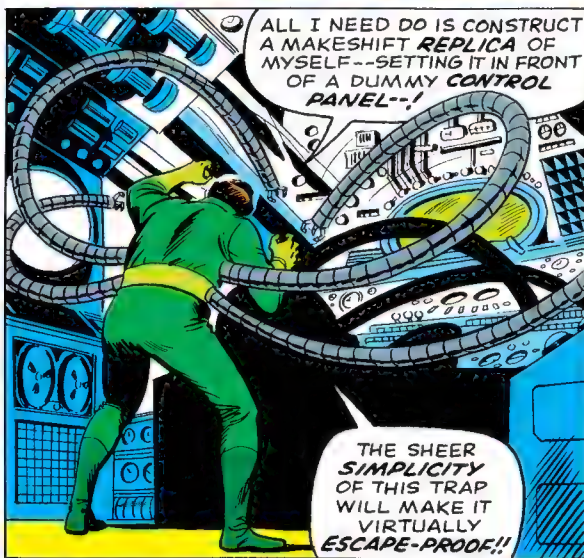
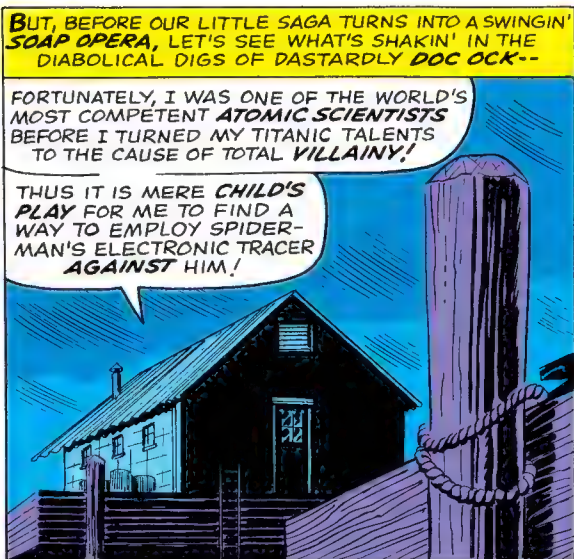
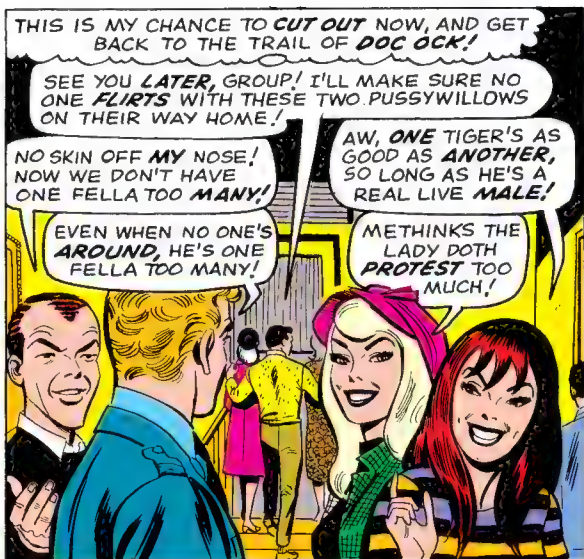
IF ONLY I COULD HAVE FOUND ONE, I'D HAVE BEEN ABLE TO-- HEY!

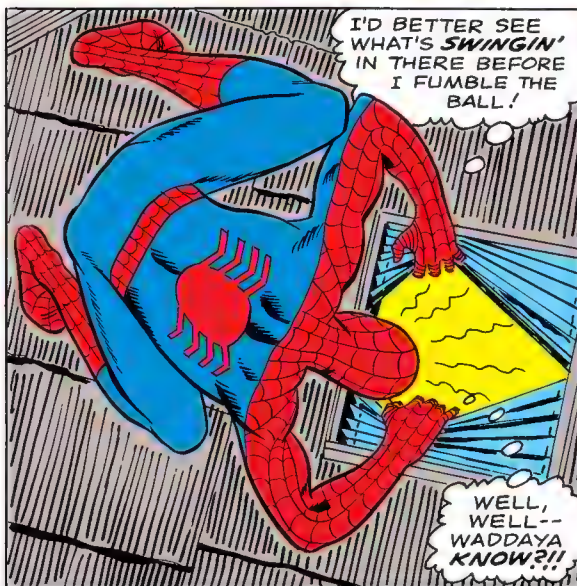
WE'D BETTER BE LEAVING NOW!

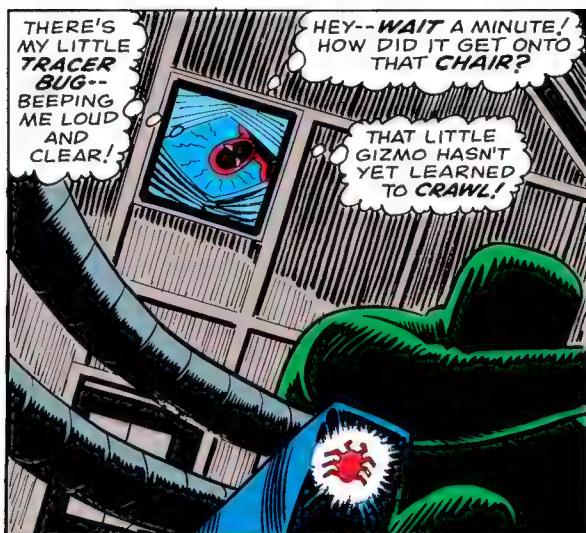
I NEVER REALIZED YOU WERE SO HABIT-FORMING, MAN-CHILD-- LIKE BEING HOOKED ON PISTACHIO NUTS!

YOU'RE MAKING ME FEEL TOO OLD!



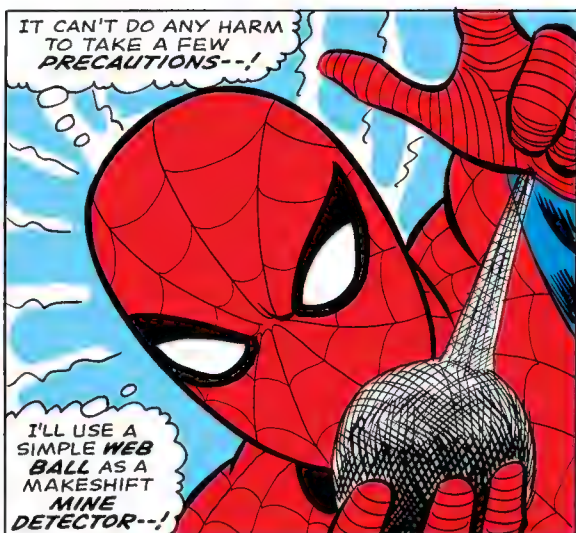




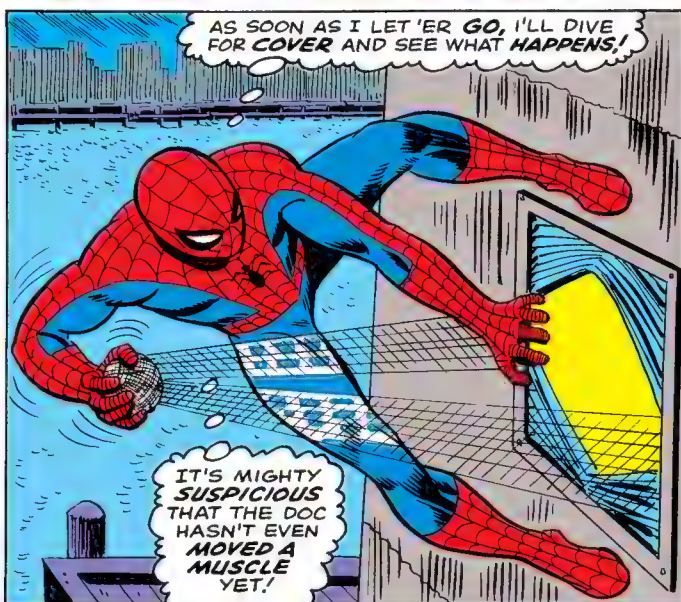


HEY--*WAIT* A MINUTE!
HOW DID IT GET ONTO
THAT *CHAIR*?

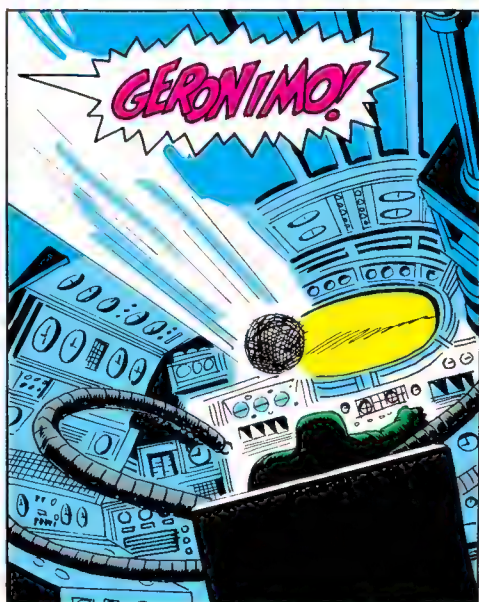
THAT LITTLE
GIZMO HASN'T
YET LEARNED
TO *CRAWL*!



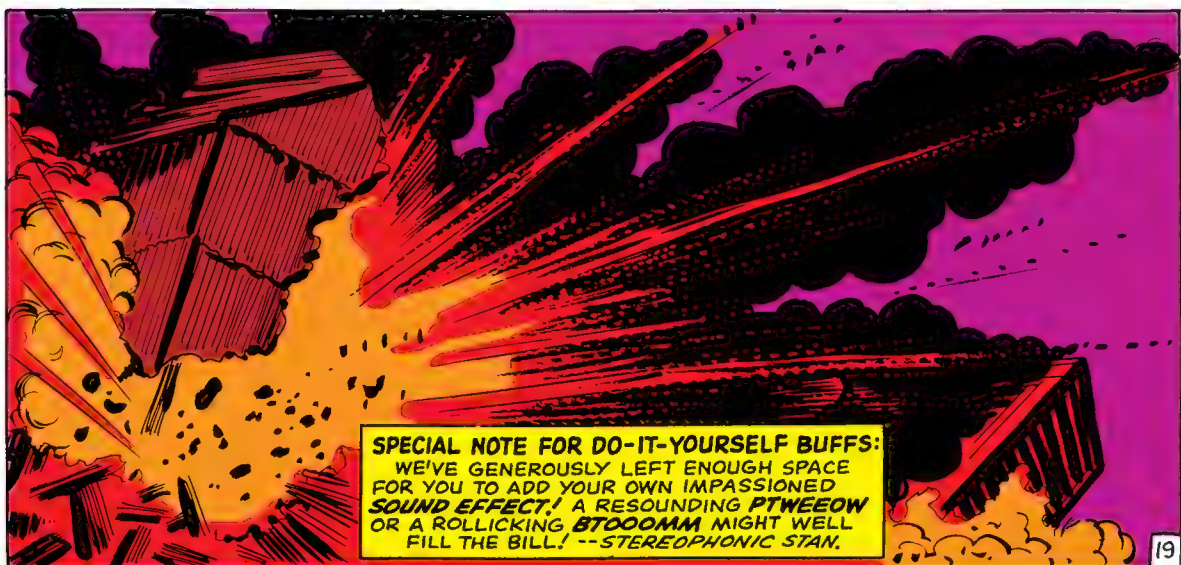
I'LL USE A
SIMPLE *WEB*
BALL AS A
MAKESHIFT
MINE
DETECTOR--!



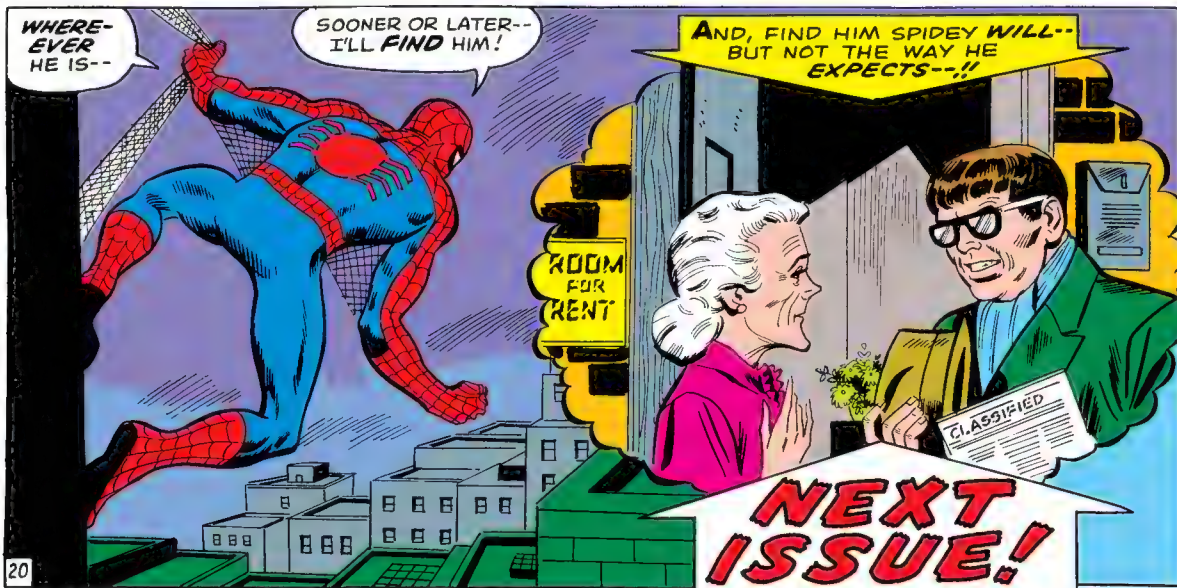
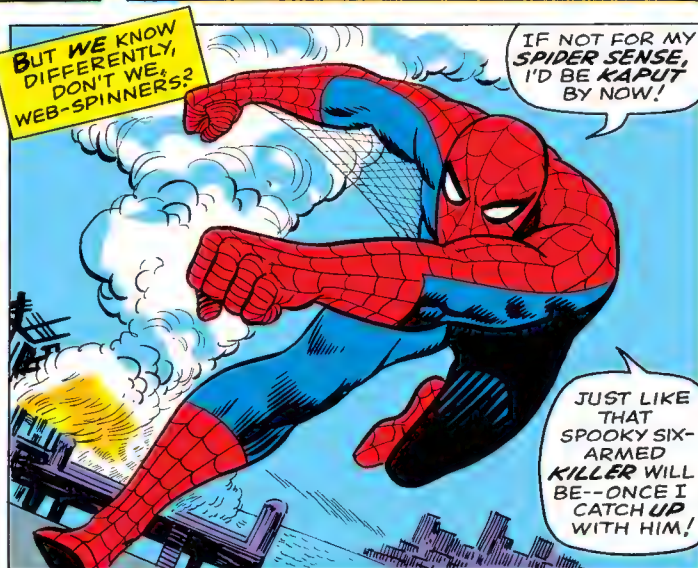
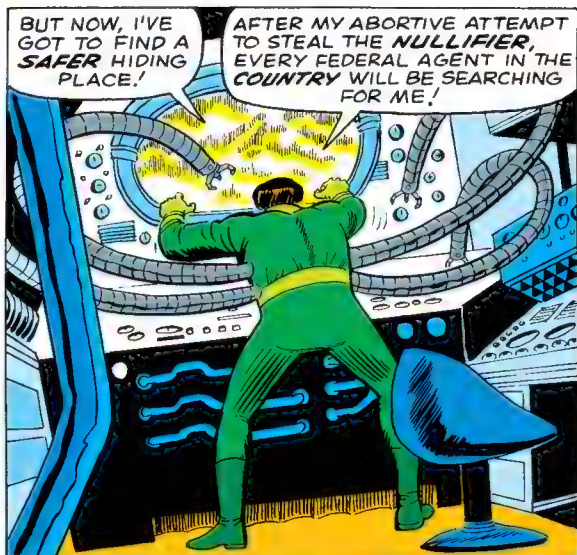
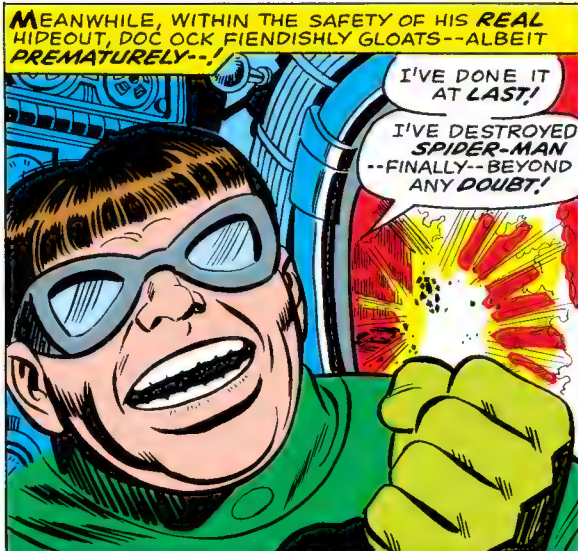
IT'S MIGHTY
SUSPICIOUS
THAT THE DOC
HASN'T EVEN
MOVED A
MUSCLE
YET!



GERONIMO!



SPECIAL NOTE FOR DO-IT-YOURSELF BUFFS:
WE'VE GENEROUSLY LEFT ENOUGH SPACE
FOR YOU TO ADD YOUR OWN IMPASSIONED
SOUND EFFECT! A RESOUNDING **PTWEEOW**
OR A ROLICKING **BTDOOOM** MIGHT WELL
FILL THE BILL! --STEREOPHONIC STAN.





the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

MARVEL
COMICS
GROUP

12¢ 54
IND. NOV



"THE
TENTACLES
AND THE
TRAP!"

THE AMAZING SPIDER-MAN!

"The TENTACLES And THE TRAP!"

OF COURSE I REMEMBER YOU! YOU'RE THAT KINDLY DR. OCTOPUS WHOM I VISITED IN 1964 WITH MISS BETTY BRANT!*

NOW THAT I REALIZE YOU ARE TO BE THE LANDLADY, DEAR MRS. PARKER, I WILL ACCEPT THE ROOM SIGHT UNSEEN!

AND TO THINK IT'S YOU WHO ARE ANSWERING OUR AD FOR A BOARDER!

WHAT A SMALL WORLD!

EXPLANATION 67:

FOILED BY SPIDER-MAN IN HIS PLOT TO STEAL AMERICA'S GREATEST NEW WEAPON...THE NULLIFIER... DOC OCK STRUCK BACK LAST ISH, AND MISTAKENLY THINKS HE HAS KILLED OUR WONDROUS WEB-SLINGER... ALTHOUGH WE KNOW DIFFERENTLY, DON'T WE?

ANYWAY, THE MULTI-ARMED MENACE NOW NEEDS A SAFE PLACE TO LIE LOW.. AND WHAT BETTER HIDEOUT CAN THERE BE THAN A SIMPLE ROOM IN THE SIMPLE HOME WHICH OUR HERO'S AUNT MAY SHARES...SIMPLY.. WITH ANNA WATSON?

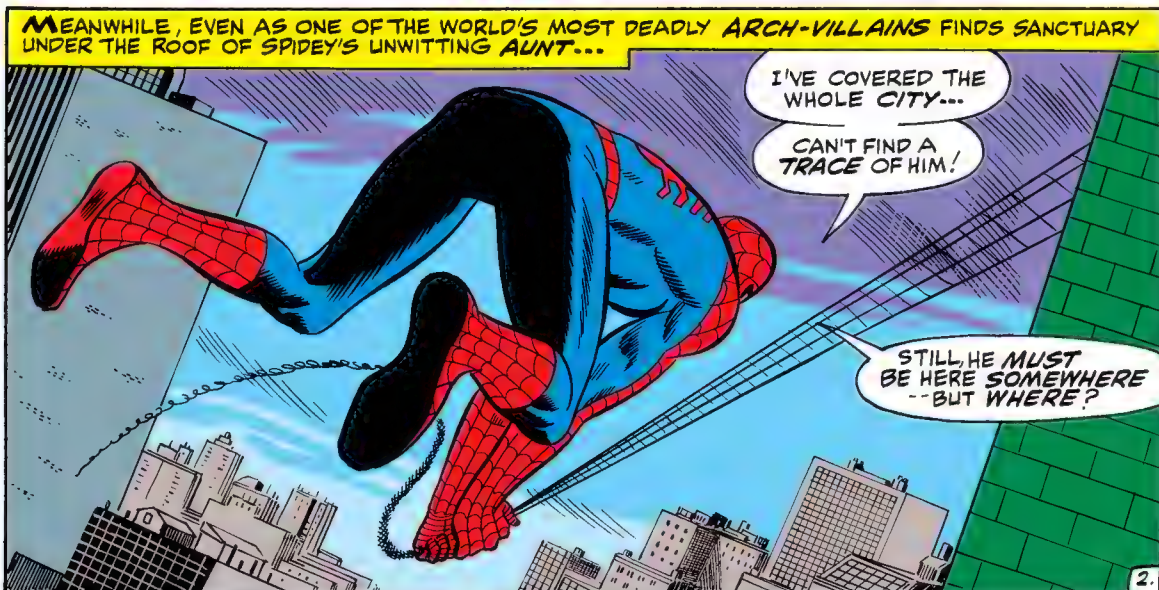
BROUGHT TO YOU AT ITS FULL FLAVOR PEAK BY:

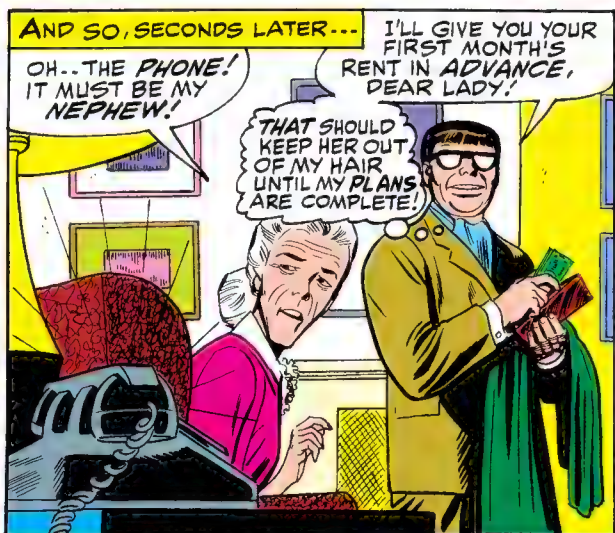
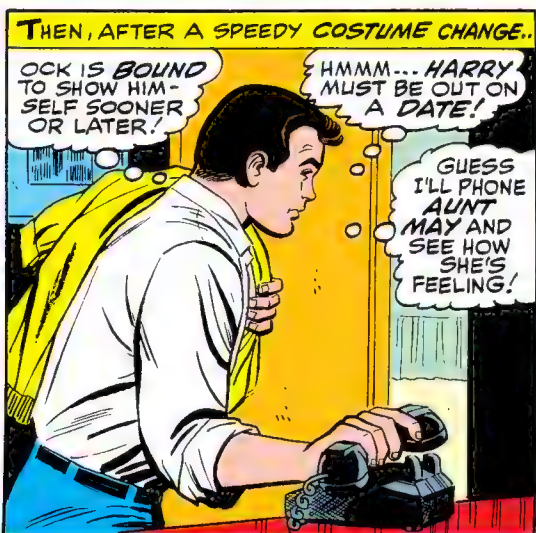
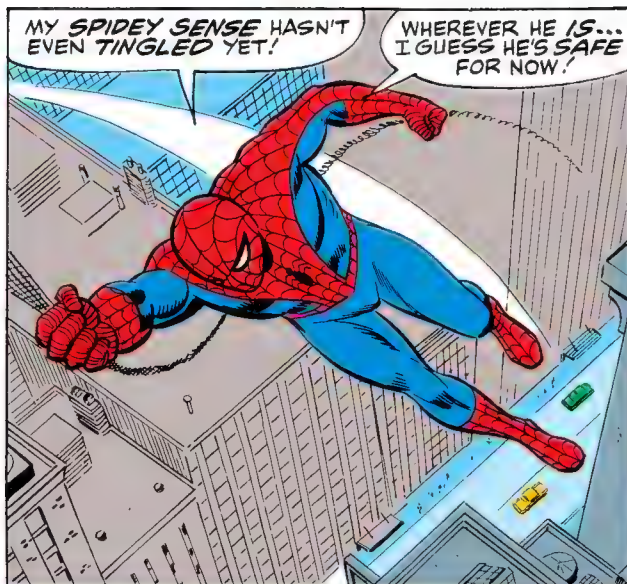
STAN (THE MAN) and JOHN (RING-A-DING) LEE ROMITA

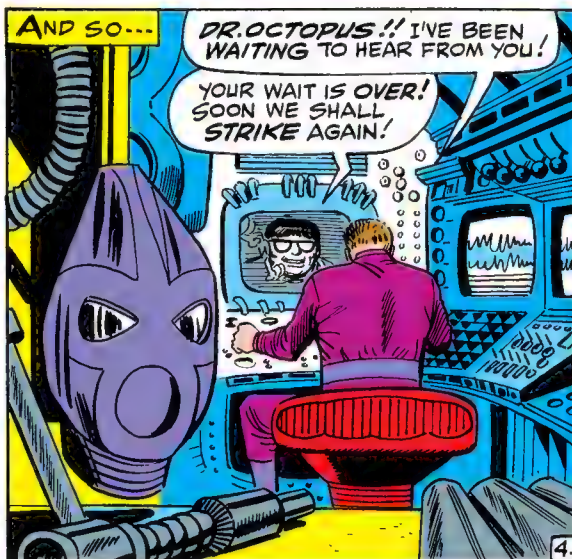
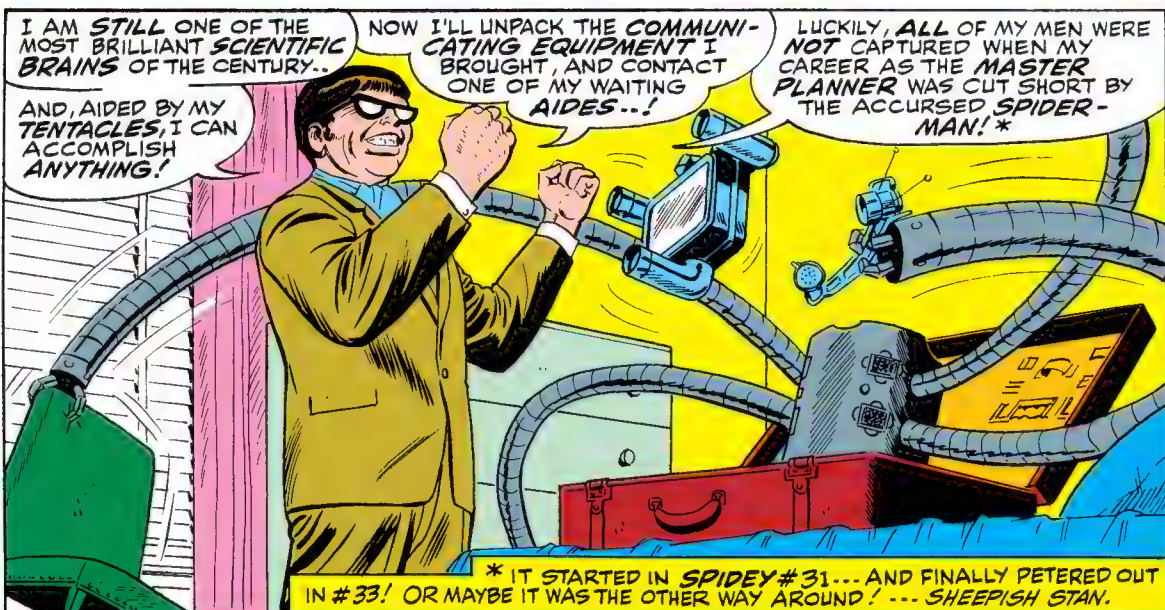
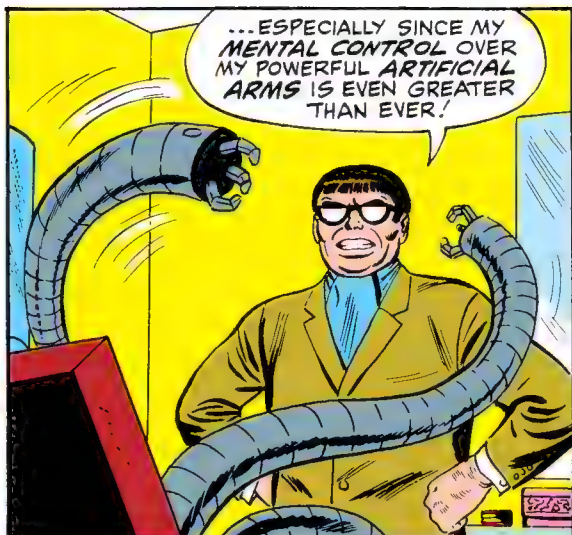
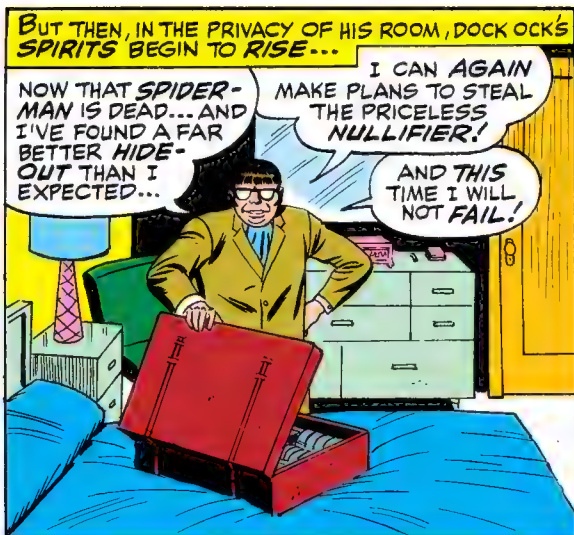
EMBELLISHED BY: MICKEY DEMEO
LETTERED BY: SAM ROSEN

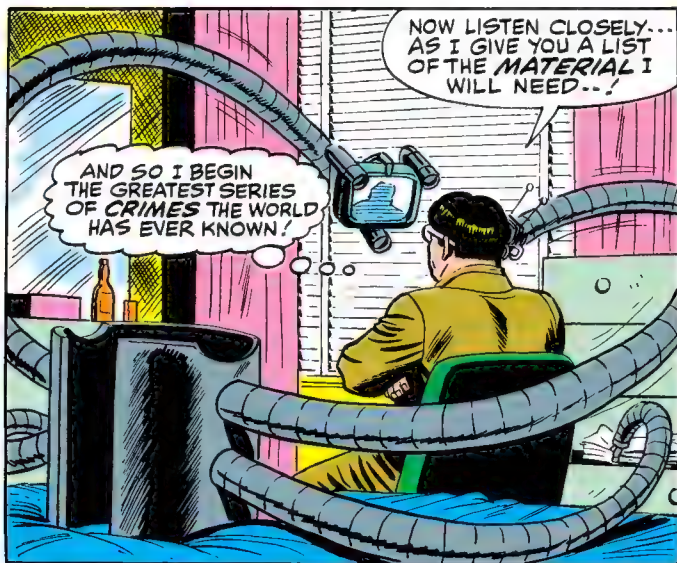
*WHO SAYS WE DON'T REMEMBER THE SPIDEY ANNUAL #1?
-- SMUG STAN.

AND NOW, LET'S SEE HOW MUCH SWINGIN' SUSPENSE YOU CAN HANDLE...



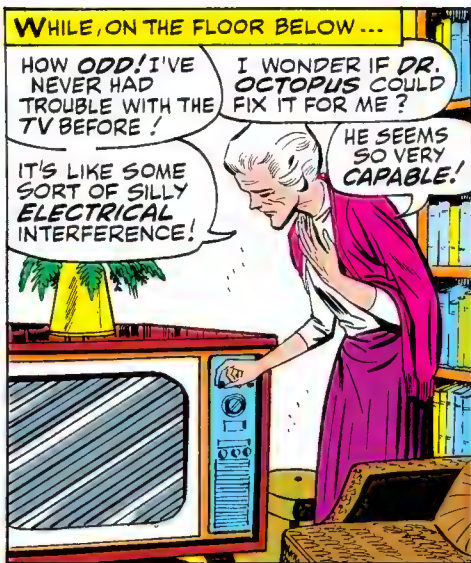






NOW LISTEN CLOSELY... AS I GIVE YOU A LIST OF THE MATERIAL I WILL NEED--!

AND SO I BEGIN THE GREATEST SERIES OF CRIMES THE WORLD HAS EVER KNOWN!



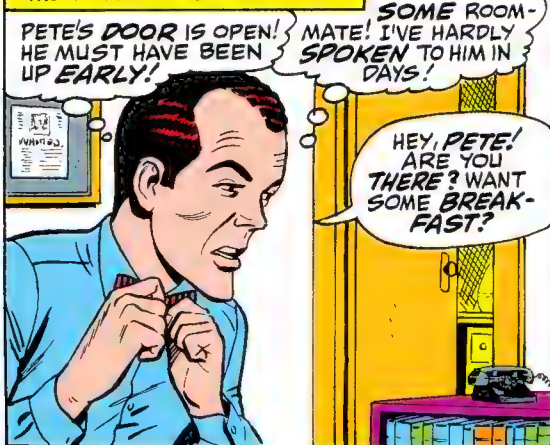
HOW ODD! I'VE NEVER HAD TROUBLE WITH THE TV BEFORE!

I WONDER IF DR. OCTOPUS COULD FIX IT FOR ME?

IT'S LIKE SOME SORT OF SILLY ELECTRICAL INTERFERENCE!

HE SEEMS SO VERY CAPABLE!

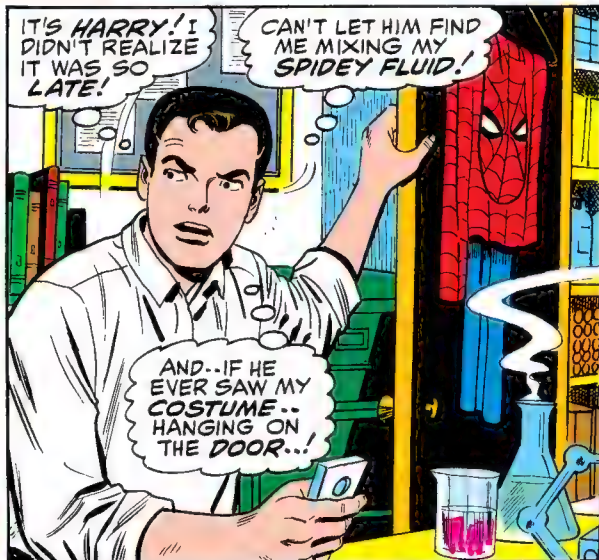
BUT, SINCE THE NAME OF THIS PUBLICATION IS NOT "THE AMAZING AUNT-WOMAN," LET'S TURN OUR ATTENTION ONCE AGAIN TO THE EVER-POPULAR PAD OF PETER PARKER... THE FOLLOWING MORNING...



PETE'S DOOR IS OPEN! HE MUST HAVE BEEN UP EARLY!

SOME ROOM-MATE! I'VE HARDLY SPOKEN TO HIM IN DAYS!

HEY, PETE! ARE YOU THERE? WANT SOME BREAK-FAST?



IT'S HARRY! I DIDN'T REALIZE IT WAS SO LATE!

CAN'T LET HIM FIND ME MIXING MY SPIDEY FLUID!

AND..IF HE EVER SAW MY COSTUME.. HANGING ON THE DOOR...



I WAS A FOOL TO BE SO CARELESS!

JUST A SECOND, HARRY! BE RIGHT WITH YOU!

THIK!

I'VE GOTTA LOAD MY WEB FLUID IN MY BELT NOW...

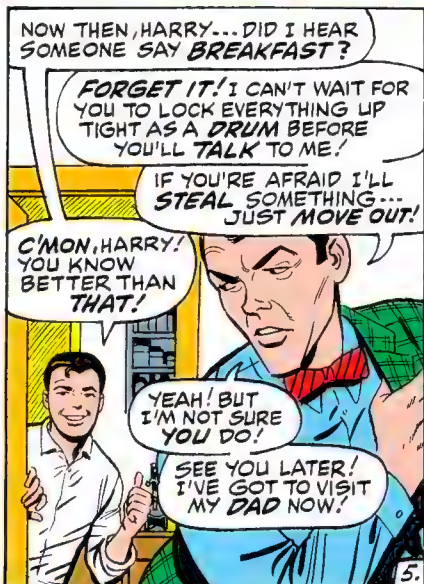
MAY NOT GET A CHANCE LATER!



THERE! THAT DOES IT!

BOY! TALK ABOUT CLOSE CALLS...!!

ZAK!



NOW THEN, HARRY...DID I HEAR SOMEONE SAY BREAKFAST?

FORGET IT! I CAN'T WAIT FOR YOU TO LOCK EVERYTHING UP TIGHT AS A DRUM BEFORE YOU'LL TALK TO ME!

IF YOU'RE AFRAID I'LL STEAL SOMETHING... JUST MOVE OUT!

C'MON, HARRY! YOU KNOW BETTER THAN THAT!

YEAH! BUT I'M NOT SURE YOU DO!

SEE YOU LATER! I'VE GOT TO VISIT MY DAD NOW!

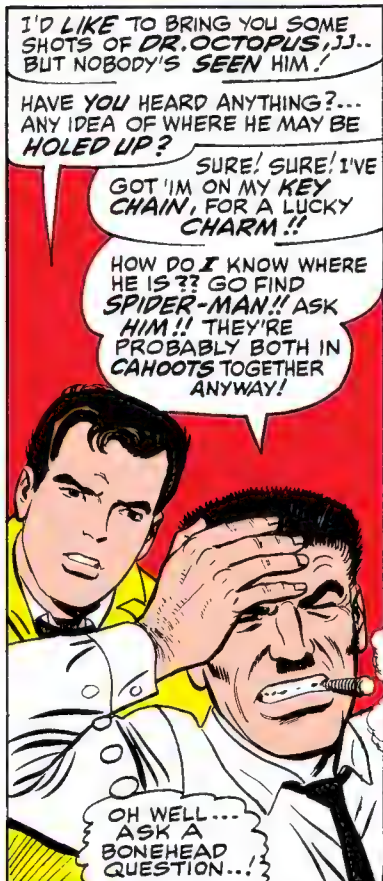


AND SO...

IT LOOKS LIKE MY SPIDER-MAN IDENTITY IS FOULING UP THE BEST FRIENDSHIP I EVER HAD!

AND I DON'T KNOW HOW TO MAKE HARRY UNDERSTAND!

NUTS! I'LL HEAD FOR THE BUGLE AND SEE IF THERE'S ANY NEWS ABOUT DOC OCK!



I'D LIKE TO BRING YOU SOME SHOTS OF DR. OCTOPUS, JJ.. BUT NOBODY'S SEEN HIM!

HAVE YOU HEARD ANYTHING?... ANY IDEA OF WHERE HE MAY BE HOLED UP?

SURE! SURE! I'VE GOT 'IM ON MY KEY CHAIN, FOR A LUCKY CHARM!!

HOW DO I KNOW WHERE HE IS?? GO FIND SPIDER-MAN!! ASK HIM!! THEY'RE PROBABLY BOTH IN CAHOOTS TOGETHER ANYWAY!

OH WELL... ASK A BONEHEAD QUESTION...



MINUTES LATER, IN THE BUSTLING CITY ROOM...

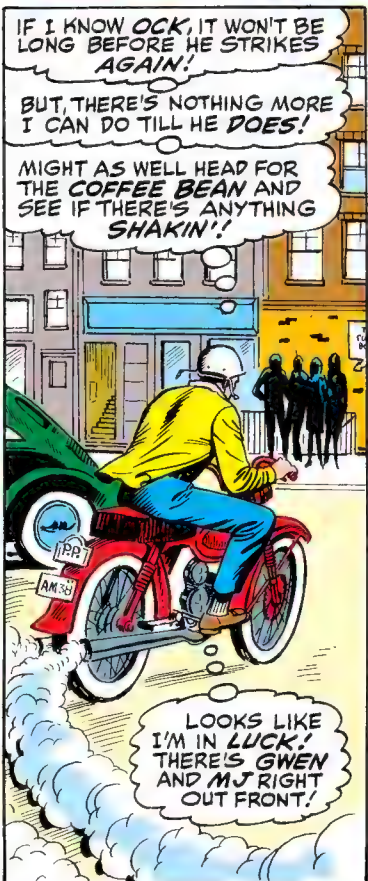
THIS IS PETER PARKER, OUR DEMON FREE-LANCE PHOTOGRAPHER, MR. R.!

SAY HELLO TO JOE ROBERTSON, PETE! HE'S OUR NEW CITY EDITOR!

IT'S A PLEASURE, SIR!

I'VE BEEN WANTING TO MEET YOU, SON!

YOU'RE THE BEST SPOT NEWS PHOTOG I'VE RUN INTO!



IF I KNOW OCK, IT WON'T BE LONG BEFORE HE STRIKES AGAIN!

BUT, THERE'S NOTHING MORE I CAN DO TILL HE DOES!

MIGHT AS WELL HEAD FOR THE COFFEE BEAN AND SEE IF THERE'S ANYTHING SHAKIN'!

LOOKS LIKE I'M IN LUCK! THERE'S GWEN AND MJ RIGHT OUT FRONT!



I'VE BEEN WONDERING HOW YOU MANAGE TO LAND SOME OF THOSE ACTION-SHOTS OF YOURS?

IT'S NOT HARD WHEN YOU CARRY A SPECIAL CAMERA IN YOUR SPIDEY BELT!

BUT I CAN'T TELL HIM THAT!

JUST BEGINNER'S LUCK, I GUESS!

ASK 'IM WHAT HE'S DONE FOR US LATELY, ROBBIE!

WE HAVEN'T A GOOD CRIME PIC IN THE WHOLE EDITION!



WELL! IF IT ISN'T SIR GALAHAD, ON HIS SUPER-CHARGED STEED!

HI, PEOPLE! I CAME TO RES-CUE YOU FROM LETHARGY AND BOREDOM!

YOU MEAN YOU'RE GETTING RID OF GWEN, TIGER?

NOT IF I CAN HELP IT, LADY!



BOTH THOSE LIVING DOLLS ACT LIKE PARKER'S THE ONLY ONE OF HIS KIND!

WHAT'S HE GOT, ANYWAY?

NOT A THING, JOE! TAKE AWAY HIS LOOKS... AND HIS BRAINS... AND HE'S NOWHERE!

CARE TO HAVE A TALK-IN WITH A COUPLE OF WIDE-EYED WENCHES, MR. P.?



BREAK IT TO HER GENTLY, PETEY-O!

THE POOR CHILD NEVER HEARD THAT THREE'S A CROWD!

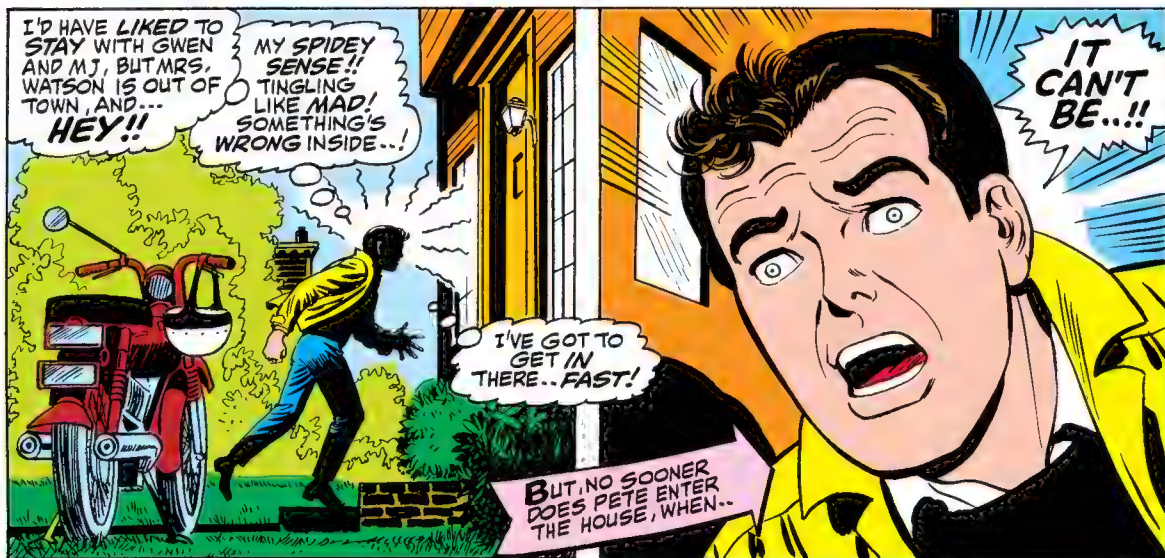


DON'T BE SILLY, MISS WATSON!

WE DON'T WANT YOU TO LEAVE ON OUR ACCOUNT!

LOOK, KIDDIES... THIS IS ALL VERY FLATTERING, BUT I JUST REMEMBERED MY AUNT MAY HAS A NEW BOARDER, AND I'D BETTER SEE IF EVERYTHING'S OKAY!

AUNT MAY? WHO CAN BUCK COMPETITION LIKE THAT?!



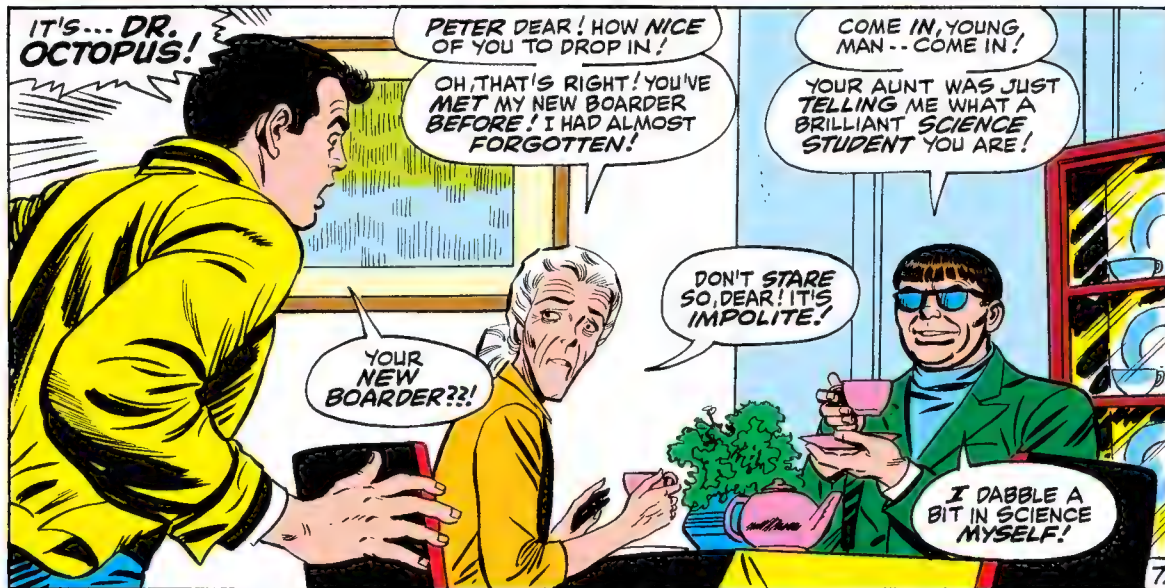
I'D HAVE LIKED TO STAY WITH GWEN AND MJ, BUT MRS. WATSON IS OUT OF TOWN, AND... HEY!!

MY SPIDEY SENSE!! TINGLING LIKE MAD! SOMETHING'S WRONG INSIDE...!

I'VE GOT TO GET IN THERE... FAST!

BUT, NO SOONER DOES PETE ENTER THE HOUSE, WHEN...

IT CAN'T BE...!!



IT'S... DR. OCTOPUS!

PETER DEAR! HOW NICE OF YOU TO DROP IN!

OH, THAT'S RIGHT! YOU'VE MET MY NEW BOARDER BEFORE! I HAD ALMOST FORGOTTEN!

COME IN, YOUNG MAN... COME IN!

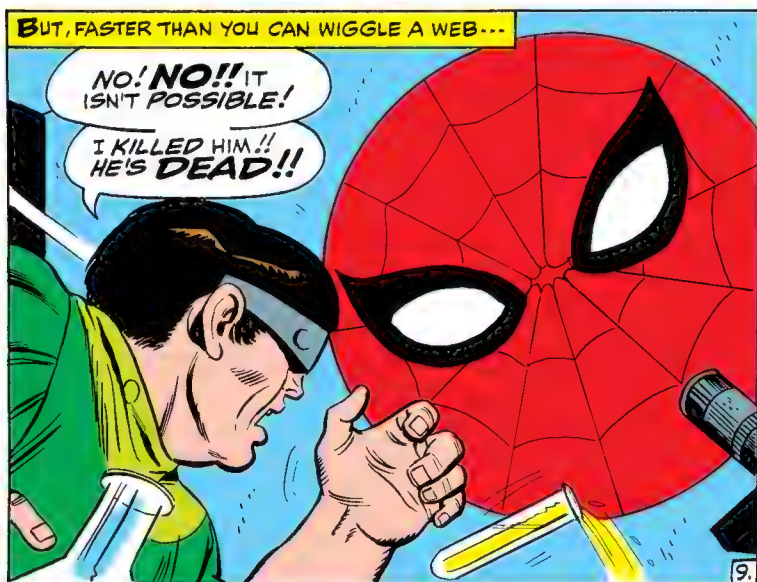
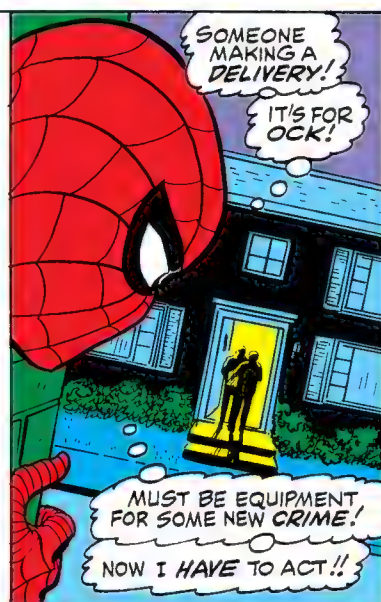
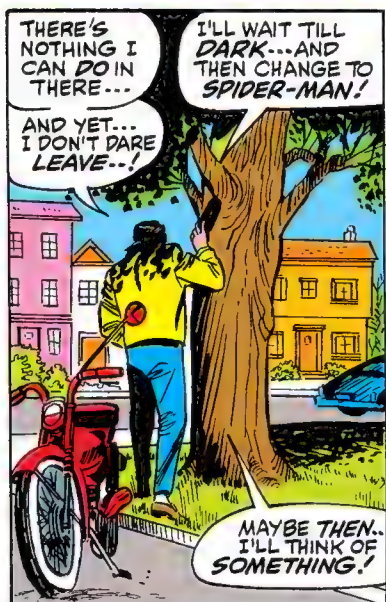
YOUR AUNT WAS JUST TELLING ME WHAT A BRILLIANT SCIENCE STUDENT YOU ARE!

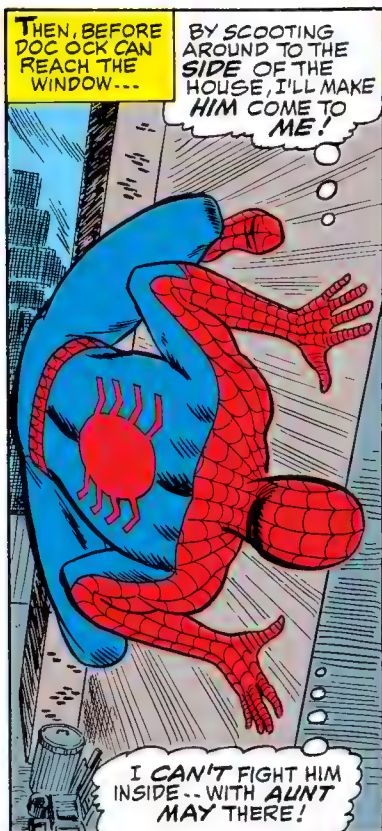
YOUR NEW BOARDER??!

DON'T STARE SO, DEAR! IT'S IMPOLITE!

I DABBLE A BIT IN SCIENCE MYSELF!







BY SCOOTING AROUND TO THE SIDE OF THE HOUSE, I'LL MAKE HIM COME TO ME!

I CAN'T FIGHT HIM INSIDE-- WITH AUNT MAY THERE!



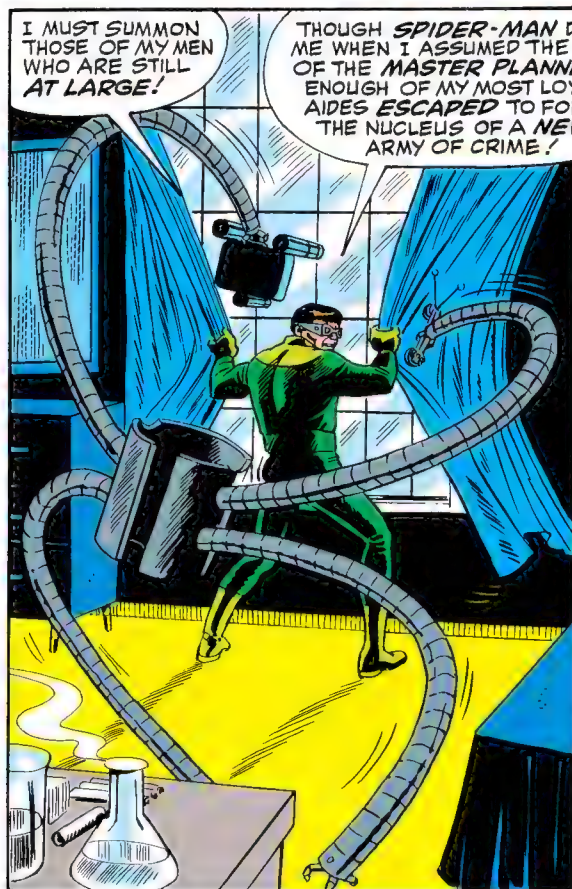
IF HE IS ALIVE--- HE'LL BE EXPECTING ME TO PURSUE HIM!



BUT, SUCCESS IS ONLY FOR THOSE WHO DO THE UNEXPECTED!

I'VE NO TIME TO WONDER HOW HE FOUND ME..INSTEAD, I'LL MAKE SURE HE DOESN'T ESCAPE ALIVE!

AND I KNOW JUST HOW TO DO IT!



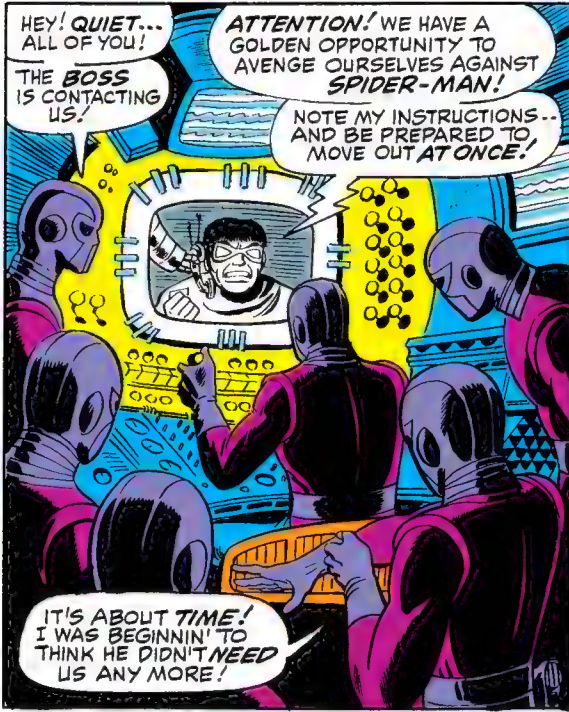
I MUST SUMMON THOSE OF MY MEN WHO ARE STILL AT LARGE!

THOUGH SPIDER-MAN DEFEATED ME WHEN I ASSUMED THE IDENTITY OF THE MASTER PLANNER, ENOUGH OF MY MOST LOYAL AIDES ESCAPED TO FORM THE NUCLEUS OF A NEW ARMY OF CRIME!



AN ARMY WHICH I'LL SEND INTO BATTLE RIGHT NOW--AGAINST THE MOST DANGEROUS FOE OF ALL--

THIS TIME THERE'LL BE NO QUARTER GIVEN! THIS TIME SPIDER-MAN MUST BE CRUSHED!





IF YOU COSTUMED CREEPS WERE LUCKY ENOUGH TO HAVE **ESCAPED** THE FIRST TIME ...

YOU SHOULD HAVE GRABBED YOUR HATS AND **RUN**...WHILE YOU STILL WERE **ABLE**!

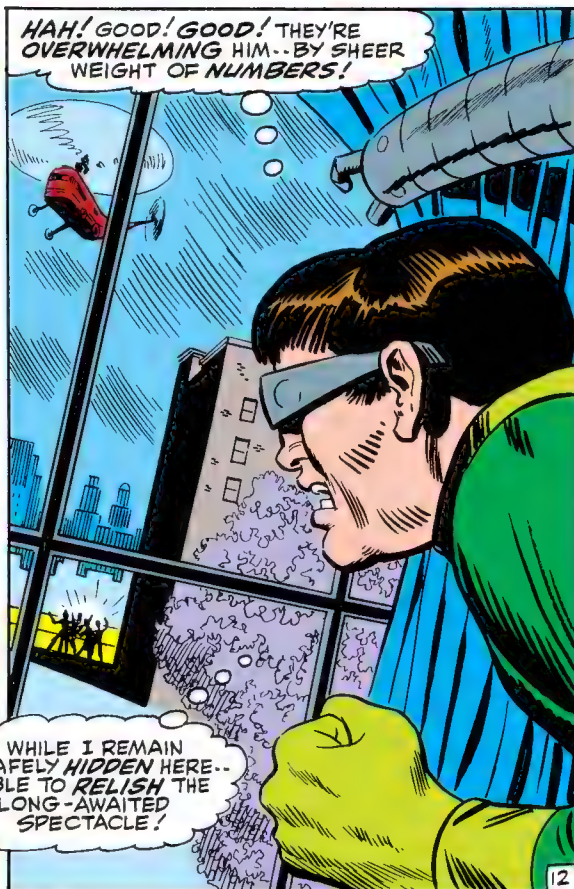
PILE ONTO 'IM, HE CAN'T BEAT US ALL!



I DIDN'T REALIZE SO **MANY** OF THEM HAD ESCAPED BEFORE... UNLESS OCK RECRUITED SOME **NEW** MUSCLE-MEN SINCE... **UNNNH!**

THEY'RE PLAYING FOR **KEEPS** THIS TIME...

AND I **STILL** DON'T DARE DO ANY-THING TO ATTRACT **AUNT MAY'S** ATTENTION!



HAH! GOOD! GOOD! THEY'RE OVERWHELMING HIM...BY SHEER WEIGHT OF **NUMBERS!**

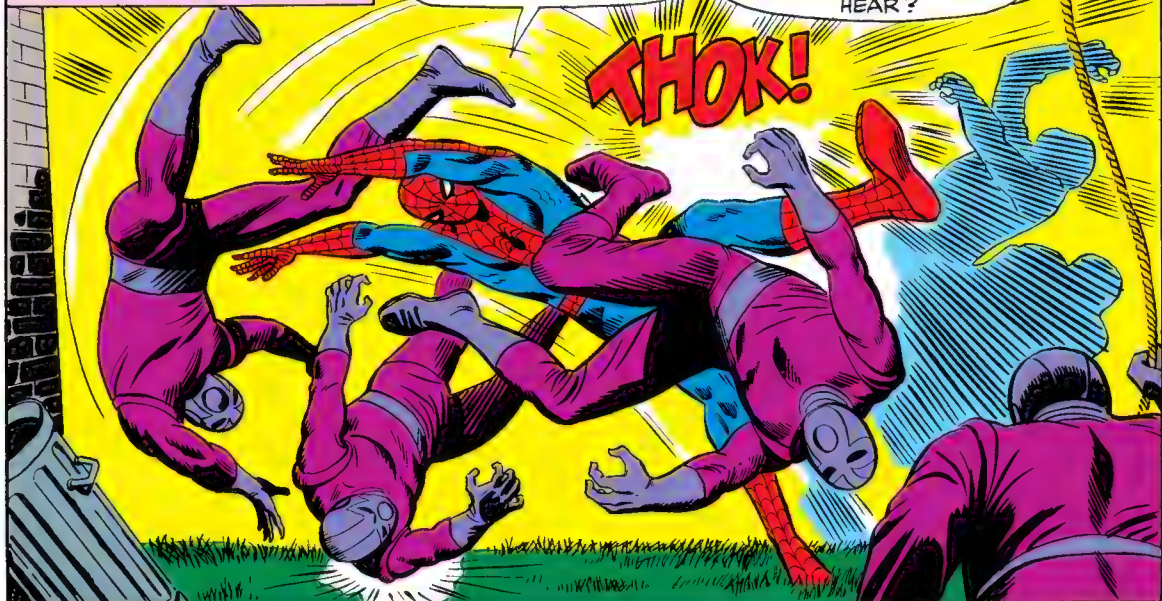
WHILE I REMAIN SAFELY **HIDDEN** HERE... ABLE TO **RELISH** THE LONG-AWAITED **SPECTACLE!**

BUT EVEN DR. OCTOPUS SOON
LEARNS HOW RARELY EVENTS
TURN OUT AS PLANNED ...

YOU COSTUMED
CRUMB-BUMS JUST
HAVETA BE KIDDING!

NO MATTER HOW MANY
OF YOU THERE ARE, YOU'RE
FIGHTING SPIDER-MAN,
HEAR?

THOK!



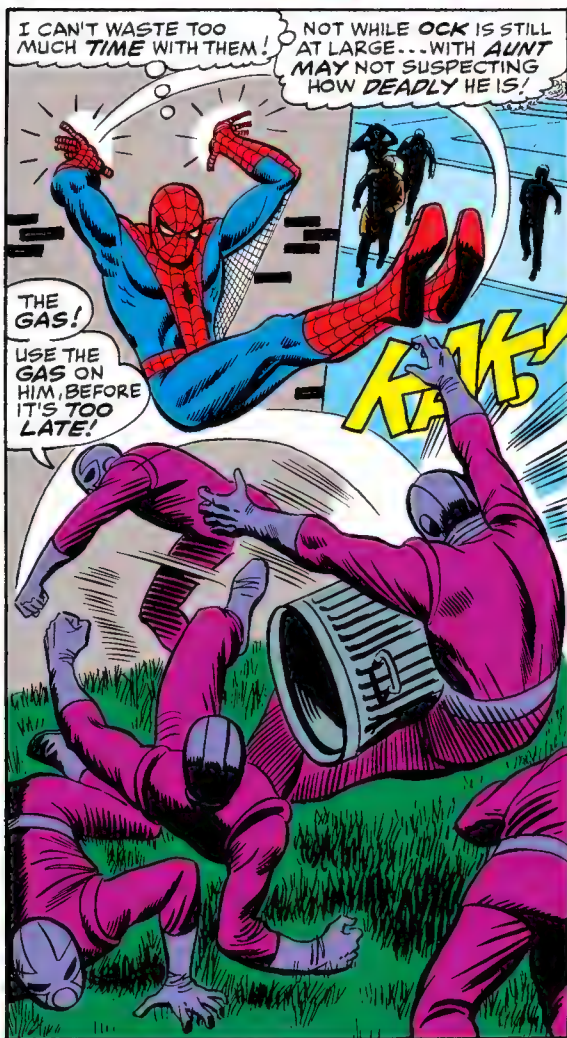
I CAN'T WASTE TOO
MUCH TIME WITH THEM!

NOT WHILE OCK IS STILL
AT LARGE... WITH AUNT
MAY NOT SUSPECTING
HOW DEADLY HE IS!

THE
GAS!

USE THE
GAS ON
HIM, BEFORE
IT'S TOO
LATE!

KAK!



NO MATTER HOW STRONG
HE IS... THIS IS BOUND
TO WEAKEN HIM!

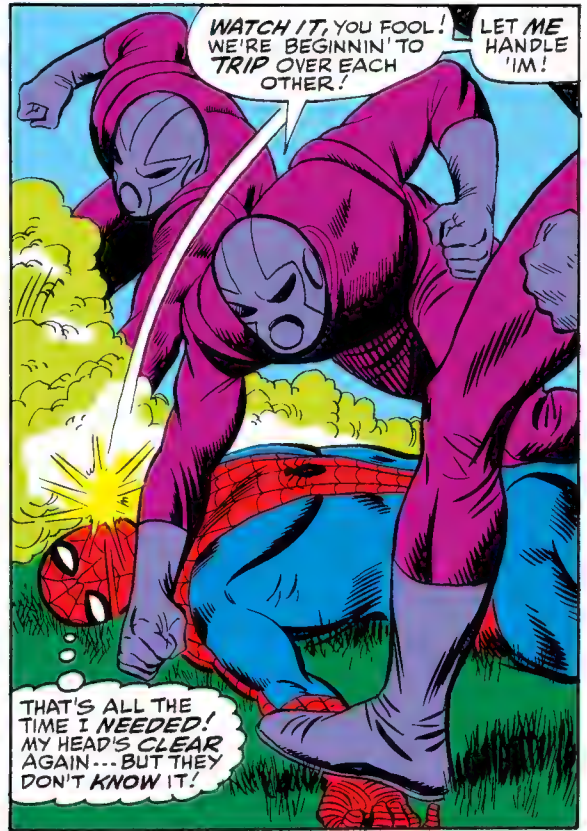
UNHHHH...!

I... I DIDN'T
HOLD MY
BREATH IN
TIME! TOOK
TOO MUCH
GAS INTO MY
LUNGS!

EVERY-
THING'S
STARTING
TO SPIN
AROUND...!

BUT... I'VE
GOT TO...
HOLD ON...!

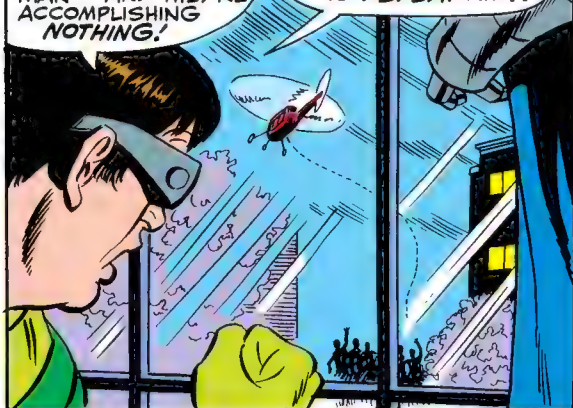




AND FROM HIS VANTAGE POINT AT THE WINDOW, DOC OCK COMES TO THE SAME CONCLUSION...

ALL OF THEM TOGETHER... AGAINST SPIDER-MAN... AND THEY'RE ACCOMPLISHING NOTHING!

AM I THE ONLY ONE CLEVER ENOUGH... STRONG ENOUGH... TO DEFEAT HIM??



BUT SPIDEY HAS NO TIME TO PONDER SUCH INTERESTING PHILOSOPHICAL QUESTIONS, AS HE CONTINUES DOING WHAT COMES NATURALLY...



PLEASANT DREAMS, PLAYMATES!



LOT!

YOU GENTS SHOULD BE GLAD I'M IN A HURRY...

OTHERWISE, I'D NEVER LET YOU OFF SO EASY!

WHO ARE THEY? WHAT DID THEY DO? WHAT'S IT ALL ABOUT?

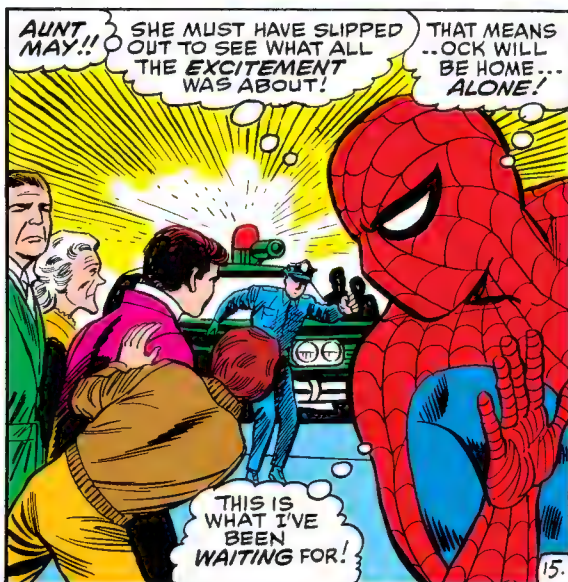
ANYONE WHO CAN FIGHT LIKE SPIDER-MAN SHOULD BE LOCKED UP! HE'S A MENACE!



SECONDS LATER, THE "MENACE" COMPLETES HIS LITTLE TASK..

MAYBE THE POLICE CAN'T HOLD YOU FOR LONG ON ANY SPECIFIC CHARGE...

BUT THINK OF THE FUN THEY'LL HAVE TRYING!

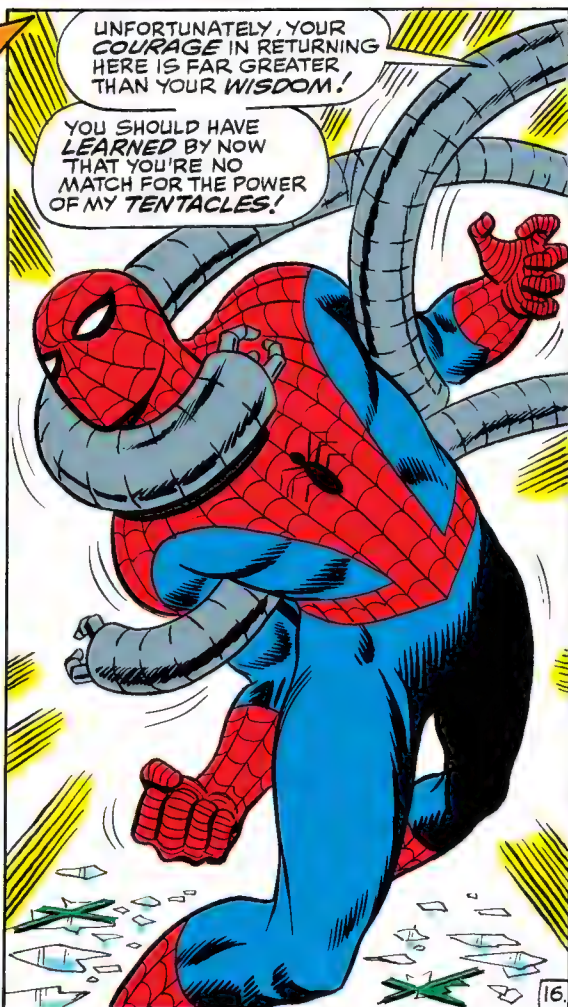
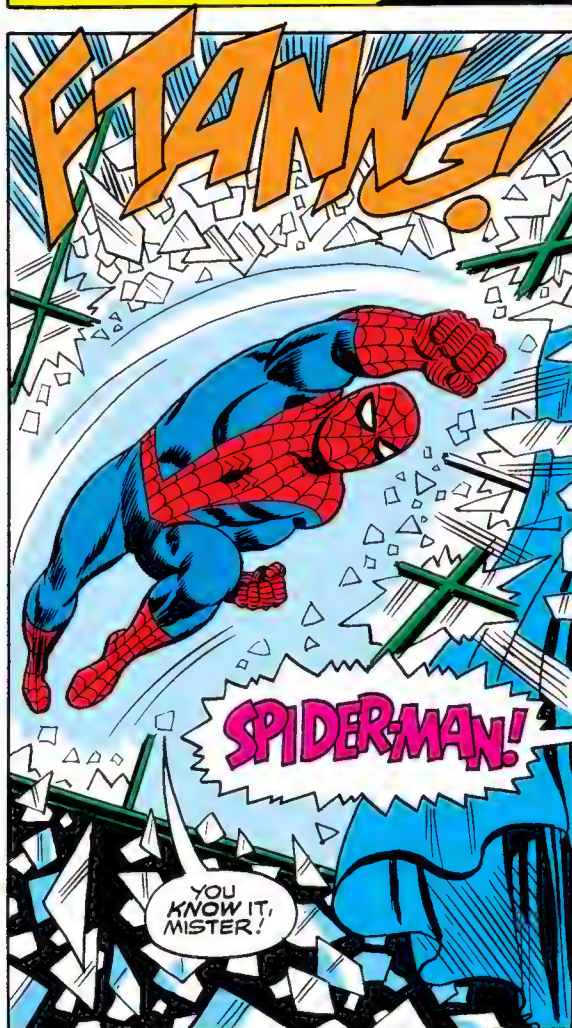
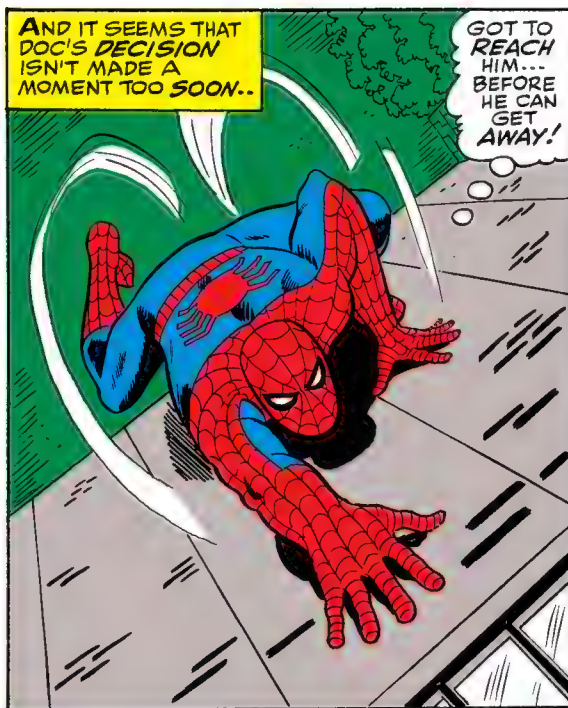
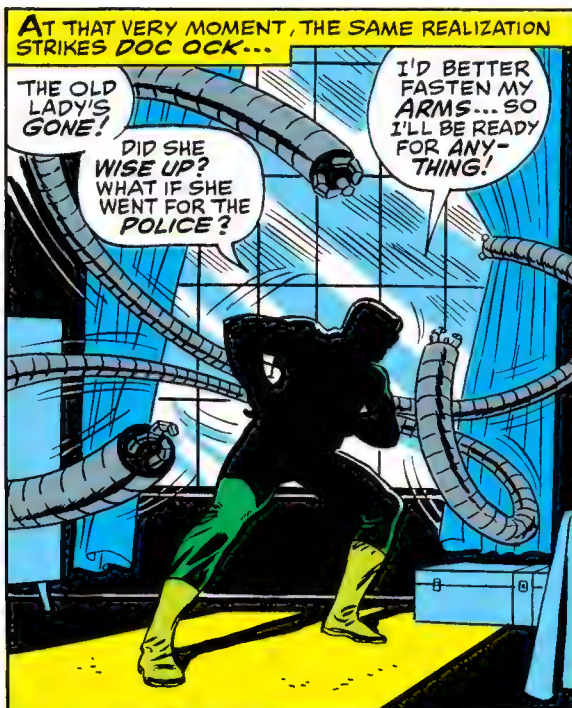


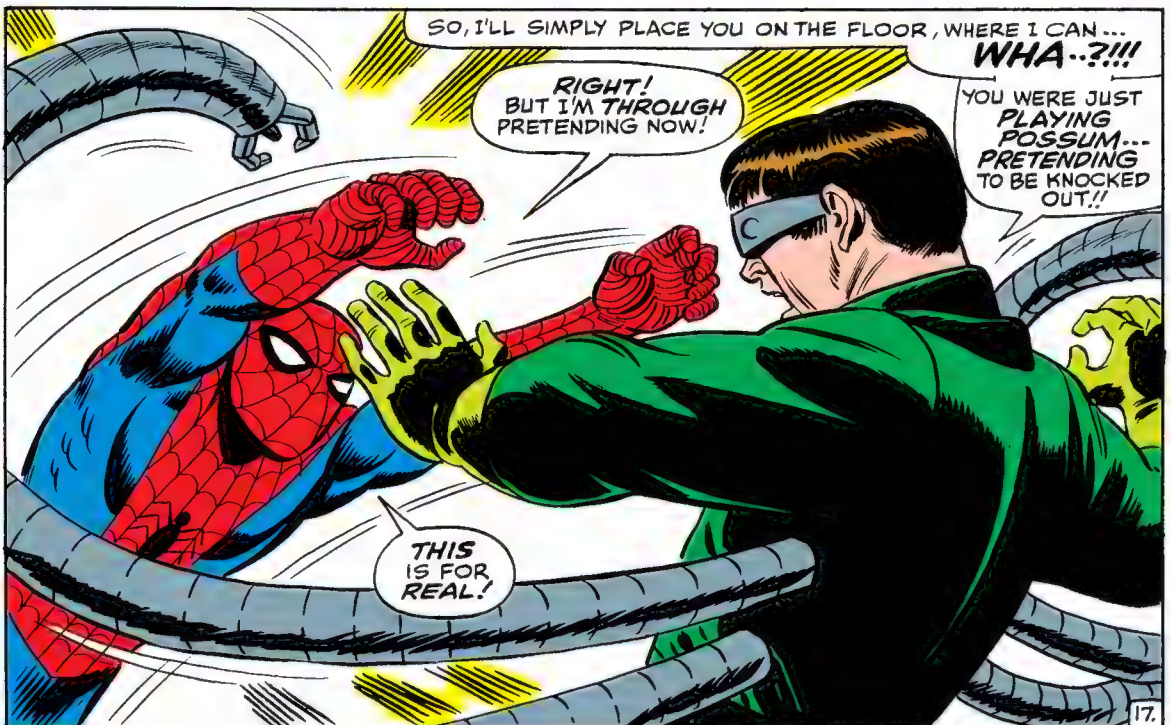
AUNT MAY!!

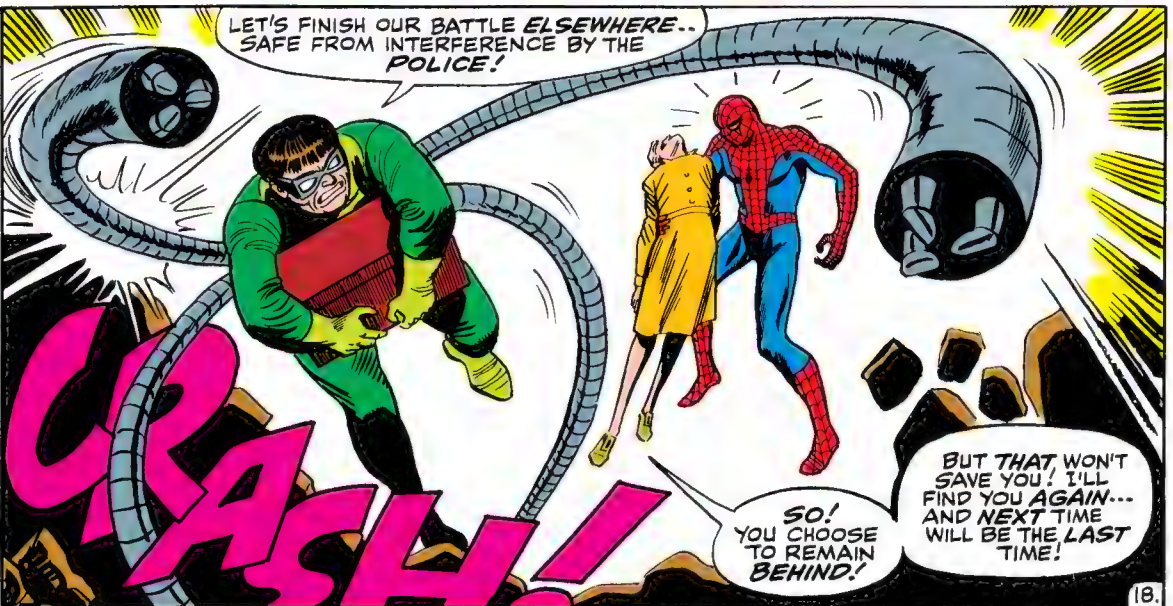
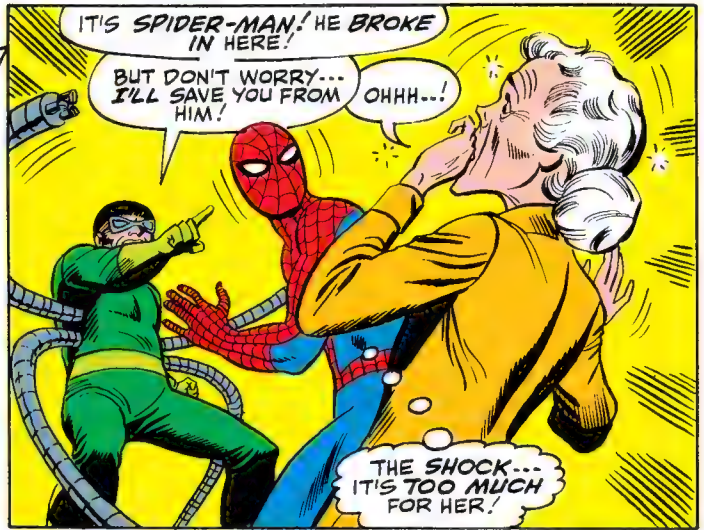
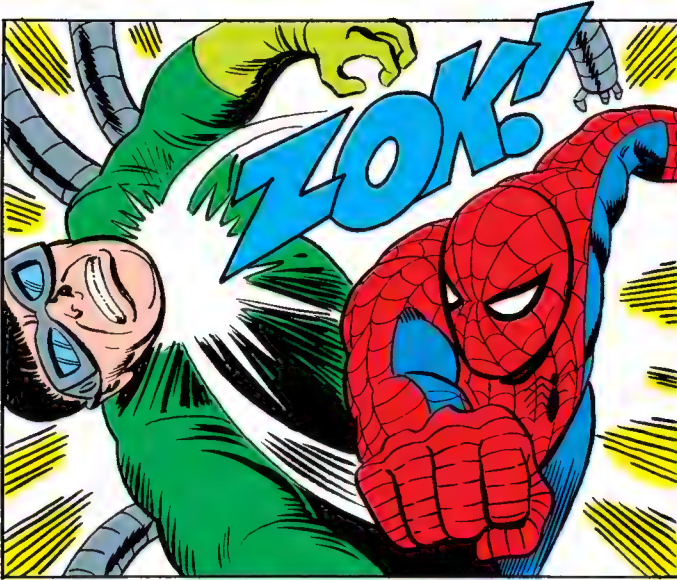
SHE MUST HAVE SLIPPED OUT TO SEE WHAT ALL THE EXCITEMENT WAS ABOUT!

THAT MEANS... OCK WILL BE HOME... ALONE!

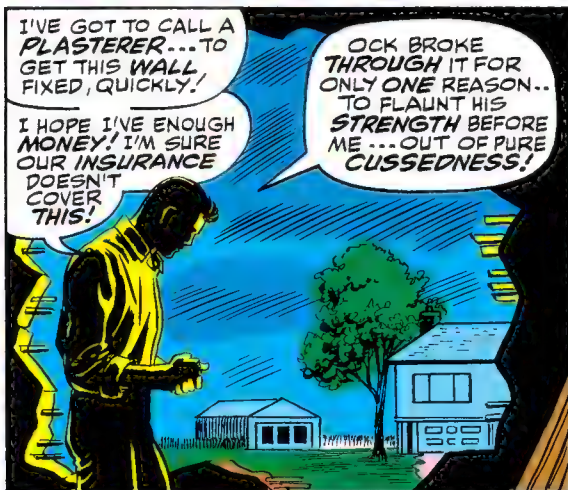
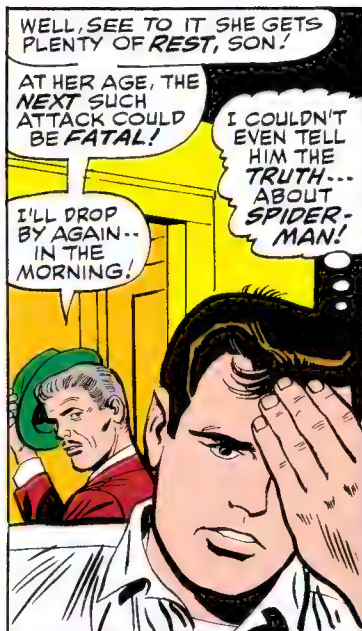
THIS IS WHAT I'VE BEEN WAITING FOR!













the AMAZING SPIDER-MAN

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BY THE
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AUTHORITY

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GROUP
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MCG



DOC OCK WINS!

THE AMAZING SPIDER-MAN!™

"DOC OCK WINS!"

HEADS UP,
YOU MASKED
MISFITS!

YOU'VE
GOT TEN
SECONDS
TO TELL ME
WHERE OCK
IS!

TIME'S
UP!

LOOK OUT!
IT'S SPIDER-
MAN! HE'S
FOUND US!

SKRUNCH!

SINCE THE DEADLY
DR. OCTOPUS MADE
GOOD HIS ESCAPE
LAST ISH, SPIDEY HAS
COMBED THE CITY,
SEARCHING FOR HIM!
AND NOW, GUIDED BY
HIS INFALLIBLE SPIDER-
SENSE, LOOK WHAT HE'S
STUMBLER INTO...!

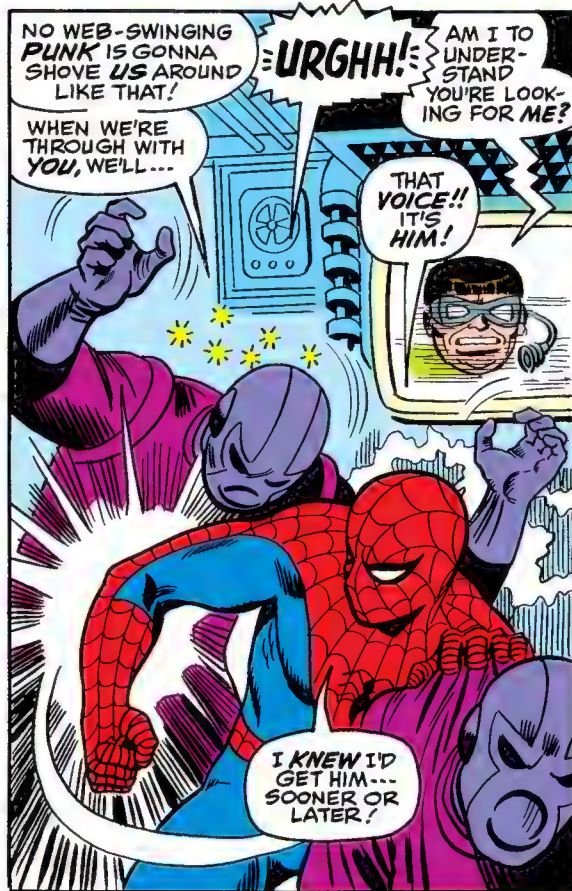
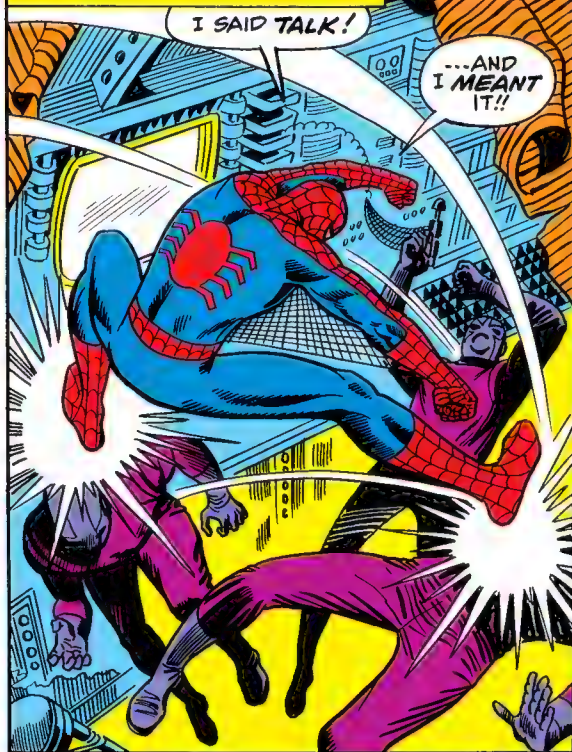
PRODUCED BY:
STAN (THE MAN) LEE and JOHN (RING-A) ROMITA
INKING: MICKEY DEMEO
LETTERING: SAM ROSEN

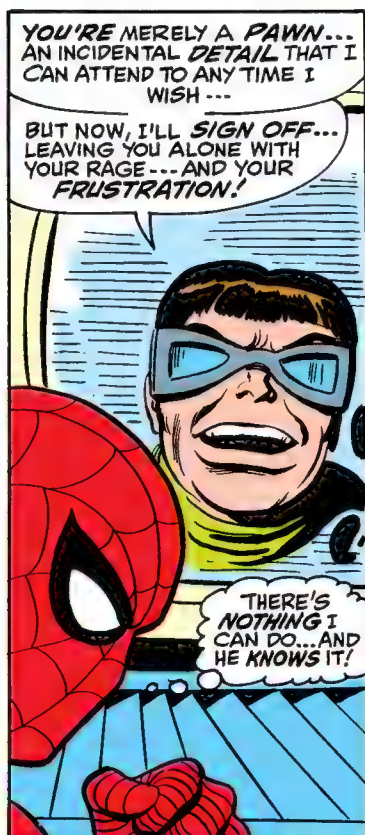
I DUNNO
HOW HE
GOT
HERE...

BUT HE'LL
NEVER GET
OUT
ALIVE!

THOP!

BUT, GOADED BY THE MEMORY OF HIS AUNT MAY'S COLLAPSE, SPIDEY TEARS INTO ACTION BEFORE ANOTHER MOVE CAN BE MADE...







THERE'S NO POINT IN AIMLESSLY SWINGING AROUND TOWN!

I MIGHT AS WELL CALL IT A DAY AND GET SOME REST!

I'LL NEED ALL MY ENERGY FOR THE NEXT TIME I FIND HIM!



BUT, BEFORE I GO HOME, I'D BETTER CHECK ON HOW AUNT MAY IS FEELING!

HOWEVER, AS SPIDEY SWINGS PAST A DOWNTOWN BUILDING, LITTLE DOES HE DREAM... BEHIND ITS GRIM, GREY WALLS... A CERTAIN MEETING IS IN SESSION...



COLONEL JAMESON, SINCE YOU ARE IN CHARGE OF SECURITY FOR AMERICA'S NULLIFIER WEAPON, WOULD YOU PLEASE STATE YOUR PLANS...?

YES, SIR... INASMUCH AS WE ALL POSSESS TOP SECURITY CLEARANCE!



SINCE DR. OCTOPUS IS AT LARGE... AND MAY STILL BE IN THIS AREA...

WE'VE DECIDED TO MOVE THE NULLIFIER... TO THE FACTORY OF ANTHONY STARK... WHERE IT CAN RECEIVE TOP PROTECTION WHILE FINAL MODIFICATIONS ARE MADE!

ARE ALL PRECAUTIONS BEING TAKEN TO PROTECT OUR WEAPON FROM SPIDER-MAN, AS WELL AS DR. OCTOPUS?

YES, SIR... THEY ARE!

BUT I'D LIKE TO SAY ONE THING...



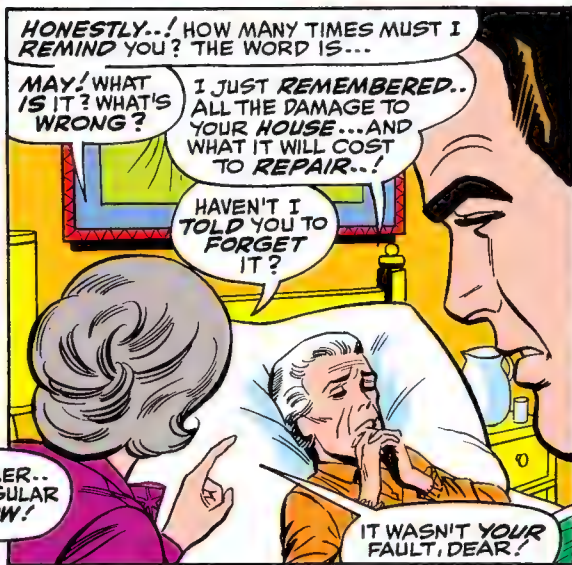
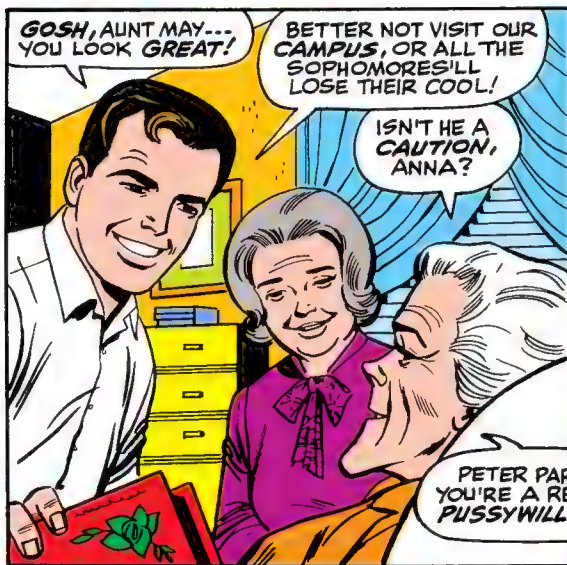
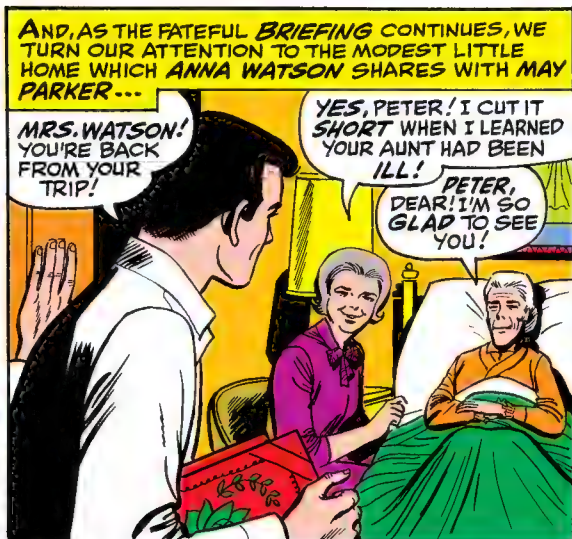
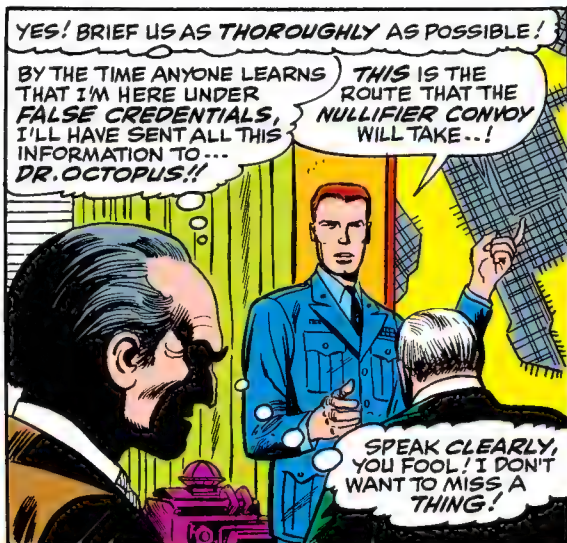
I'VE HAD A FEW RUN-INS WITH SPIDER-MAN IN THE PAST...

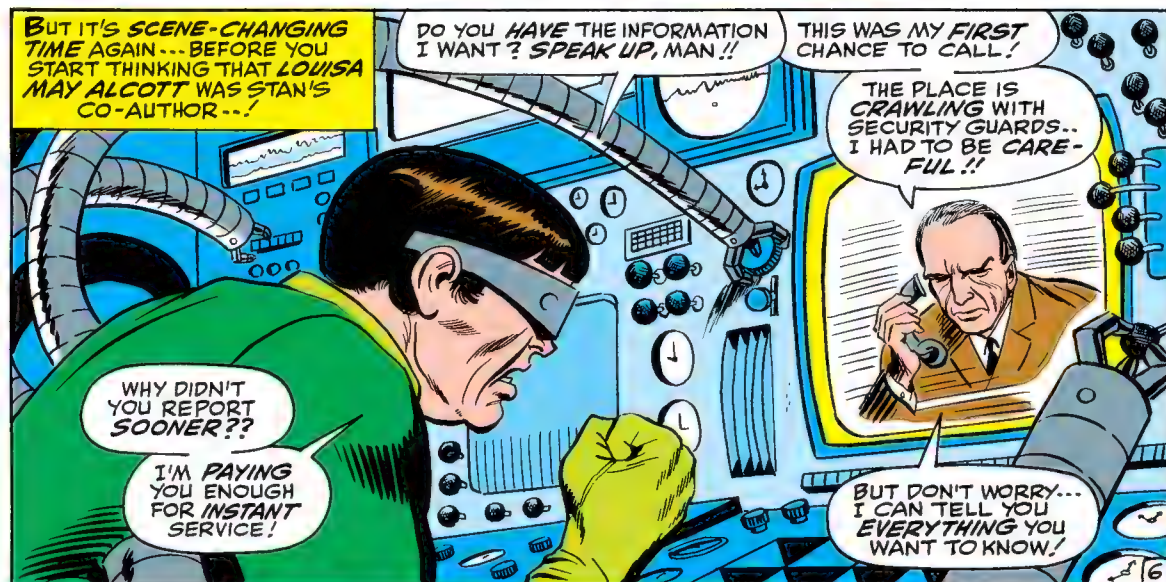
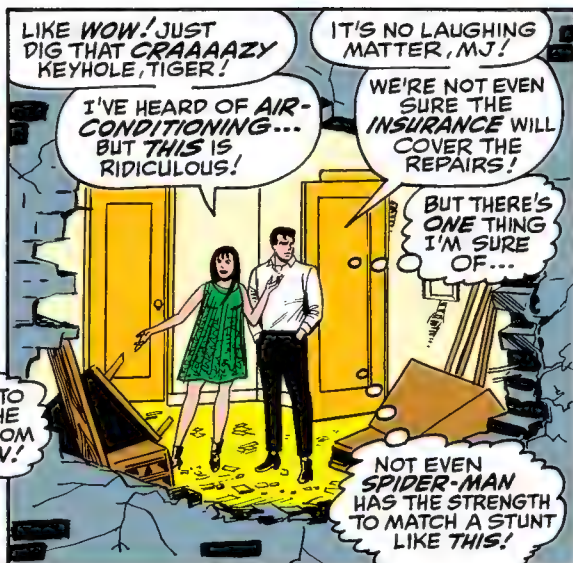
WELL, THAT'S NOT FOR US TO DECIDE, COLONEL!

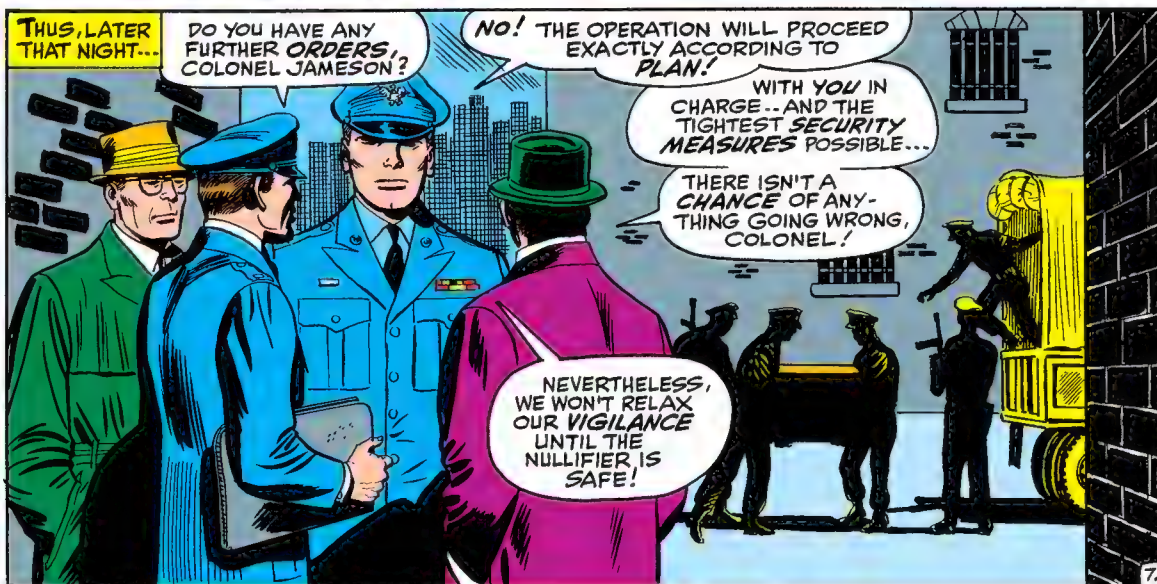
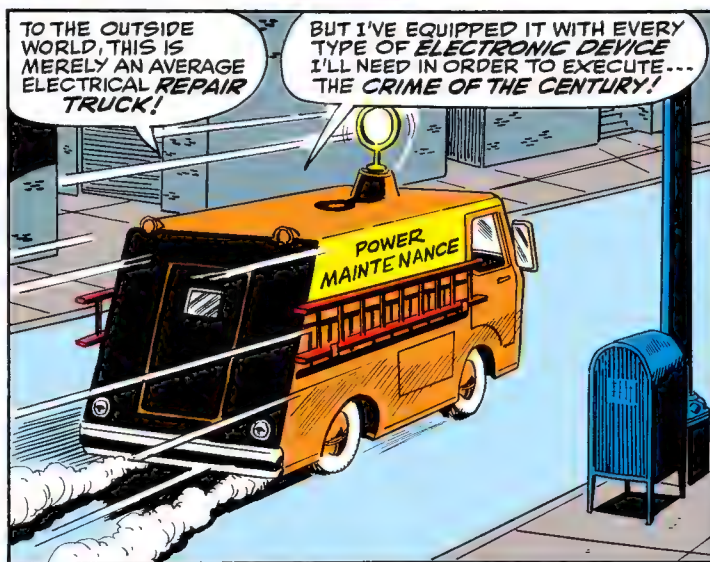
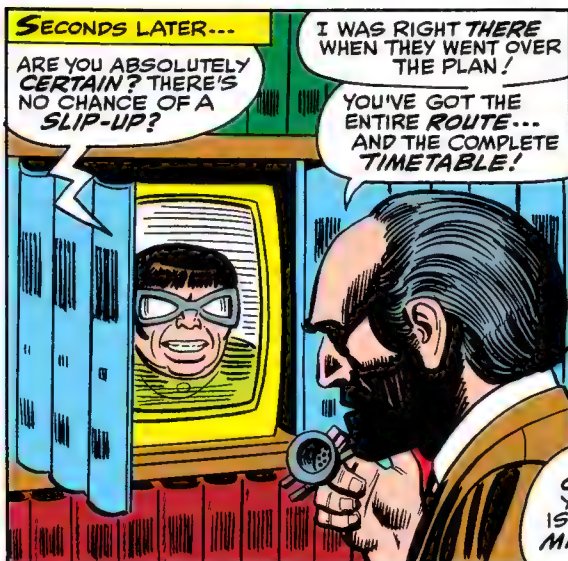
AND, DESPITE THE OPINIONS EXPRESSED IN MY FATHER'S NEWS-PAPER, I PERSONALLY FEEL THAT HE IS NOT... AND NEVER HAS BEEN... IN LEAGUE WITH DR. OCTOPUS!

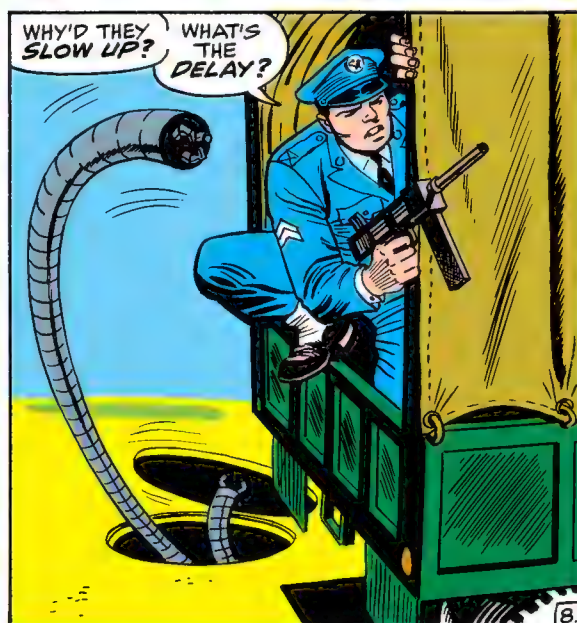
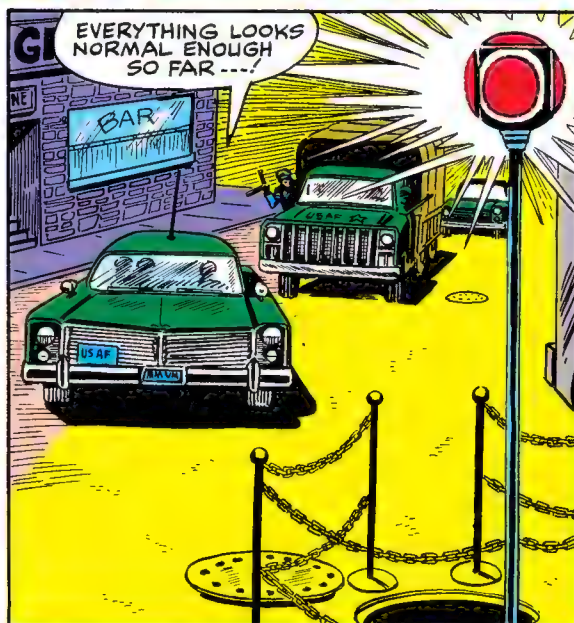
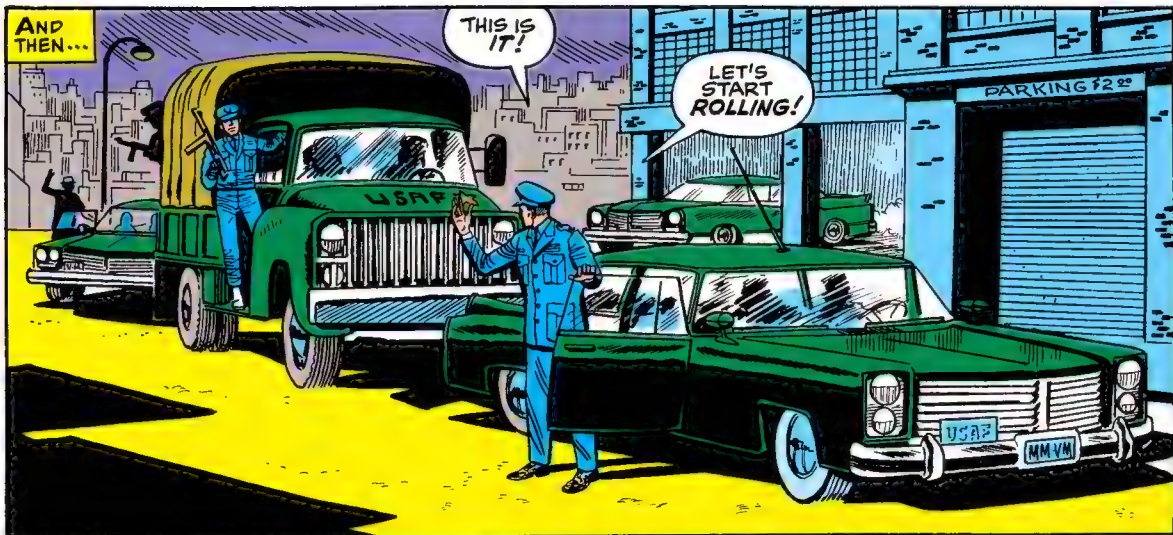
SUPPOSE WE GET ON WITH THE MATTER AT HAND!

VERY WELL, SIR! I'LL CONTINUE THE BRIEFING....!









SUDDENLY, WITH THE FURY OF A THUNDERCLAP, EVERYTHING SEEMS TO HAPPEN AT ONCE...

IT'S OCTOPUS!!
SOUND THE
ALARM...!

HAH!
IT WILL
TAKE MORE
THAN AN
ALARM
TO STOP
ME!

HE WAS
WAITING FOR
US...

IN THE MANHOLE!!

HOW EASY FOR ME
TO TEMPORARILY
BLIND YOU WITH
A FEW LITTLE
SMOKE
GRENADES...!

YOU CAN'T GET
AWAY!!

THE
OTHERS
WILL GET
YOU!

SIZZLE!

GET
ME??
HOW?

ALL I NEED DO...UNDER COVER OF MY
SMOKE SCREEN...IS SMASH EVERY
DOOR LOCK WITH ONE BLOW OF
EACH TENTACLE...

SINCE YOUR CARS ARE EQUIPPED WITH
BULLET-PROOF GLASS, YOU CAN'T
FIRE AT ME THROUGH THE WIND-
SHIELDS...!

AND, BY
THE TIME YOU'VE
FORCED YOUR
WAY OUT...I'LL
BE LONG GONE...
WITH YOUR
PRECIOUS
NULLIFIER!!

FWING!

SPLAT!

TH BONK!



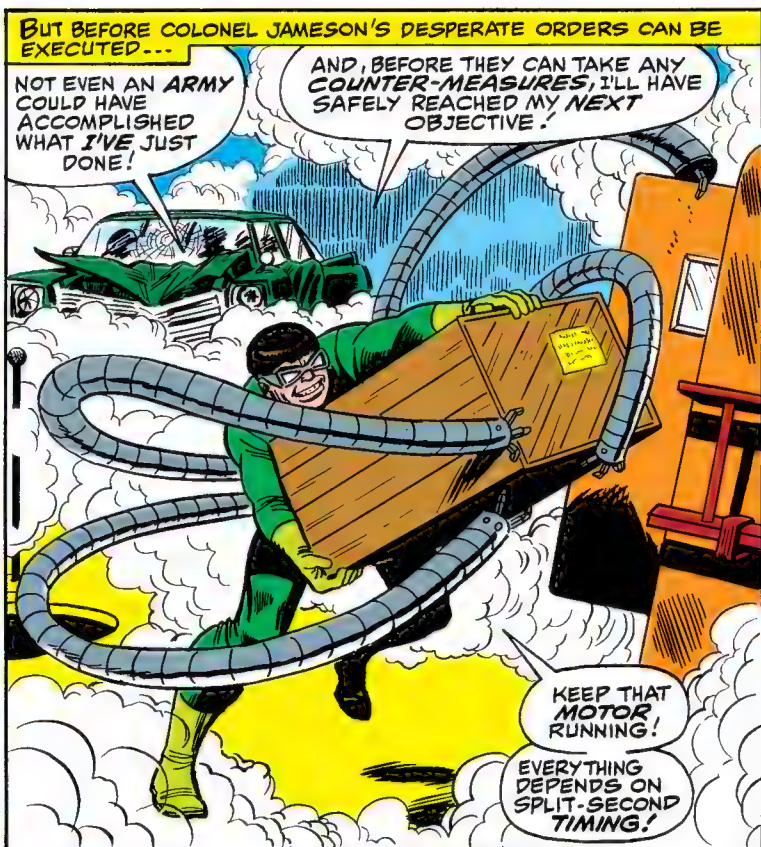
AND, WITHIN THE LEAD CAR...

THE DOOR'S JAMMED... CAN'T GET OUT!

AND CAN'T SHOOT OUT... THROUGH BULLETPROOF GLASS!

GET ME SECTOR A HEAD-QUARTERS!! TOP PRIORITY!

WE'VE GOT TO SEAL OFF THE AREA!



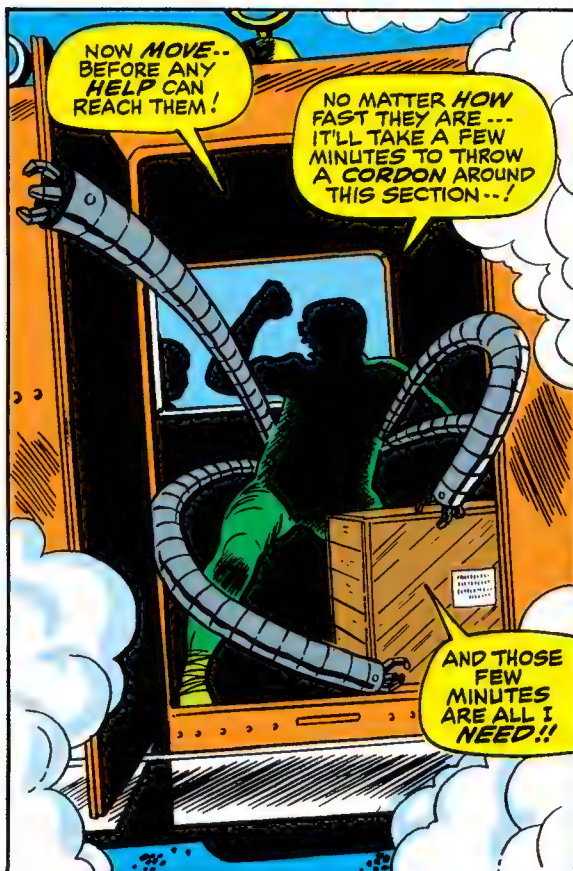
BUT BEFORE COLONEL JAMESON'S DESPERATE ORDERS CAN BE EXECUTED...

NOT EVEN AN ARMY COULD HAVE ACCOMPLISHED WHAT I'VE JUST DONE!

AND, BEFORE THEY CAN TAKE ANY COUNTER-MEASURES, I'LL HAVE SAFELY REACHED MY NEXT OBJECTIVE!

KEEP THAT MOTOR RUNNING!

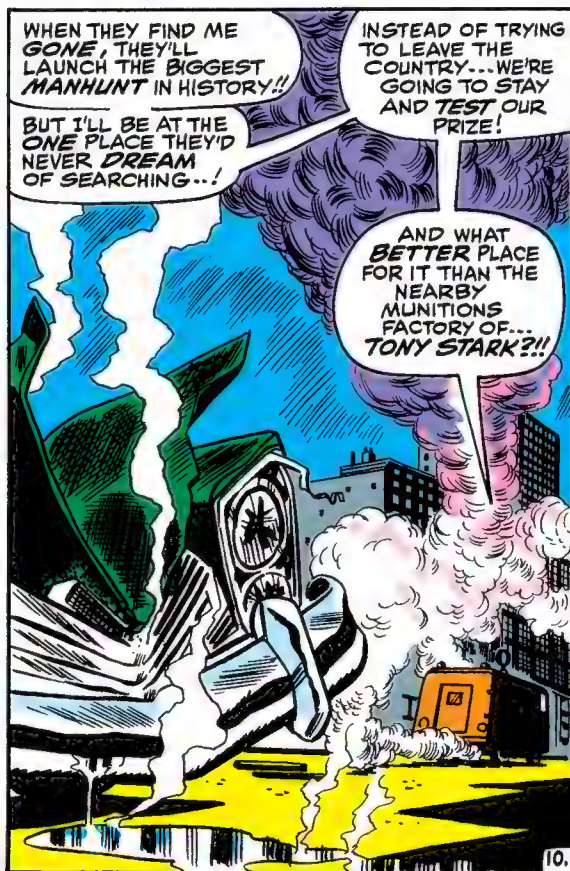
EVERYTHING DEPENDS ON SPLIT-SECOND TIMING!



NOW MOVE... BEFORE ANY HELP CAN REACH THEM!

NO MATTER HOW FAST THEY ARE... IT'LL TAKE A FEW MINUTES TO THROW A CORDON AROUND THIS SECTION--!

AND THOSE FEW MINUTES ARE ALL I NEED!!

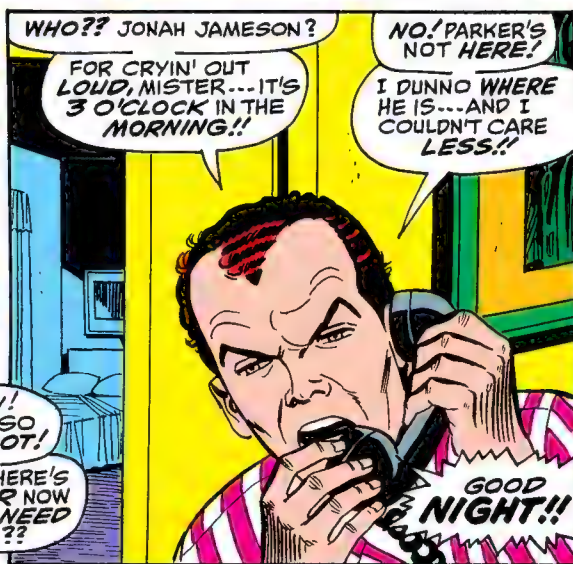


WHEN THEY FIND ME GONE, THEY'LL LAUNCH THE BIGGEST MANHUNT IN HISTORY!!

BUT I'LL BE AT THE ONE PLACE THEY'D NEVER DREAM OF SEARCHING...

INSTEAD OF TRYING TO LEAVE THE COUNTRY... WE'RE GOING TO STAY AND TEST OUR PRIZE!

AND WHAT BETTER PLACE FOR IT THAN THE NEARBY MUNITIONS FACTORY OF... TONY STARK?!!





IT'S WHAT'S LEFT OF A MILITARY CONVOY...

--LED BY COLONEL JAMESON!

IT CAN ONLY ADD UP TO ONE THING...
OOCK GOT THE NULLIFIER!



WOW! THEY'VE GOT THE ARMY...THE POLICE...THE F.B.I...AND PROBABLY EVEN SHIELD IN ON THE CASE!!

BUT THEY HAVE NO LEADS...AND TIME IS WORKING AGAINST THEM!

NOBODY KNOWS OCK AS WELL AS I DO!!

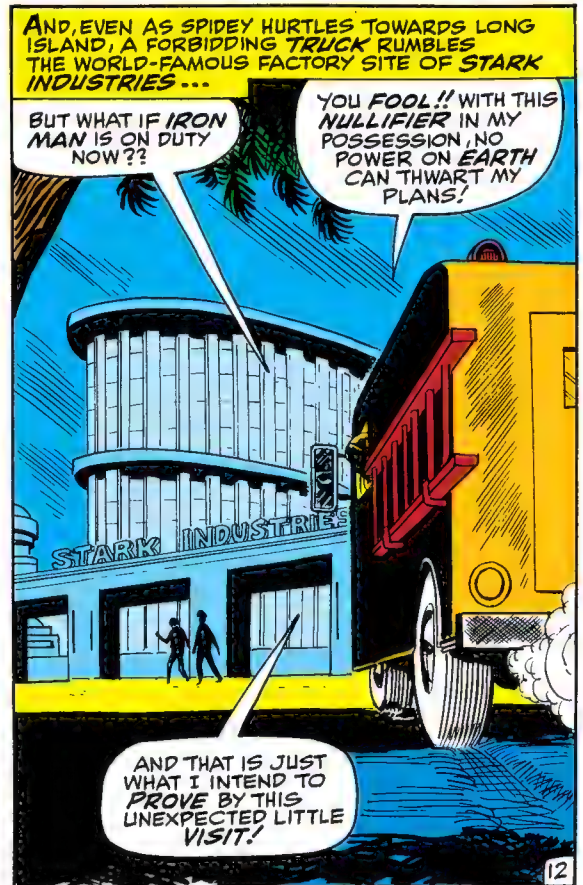


HE ALWAYS DOES THE LAST THING YOU'D EXPECT!

INSTEAD OF HIDING, HE'LL WANT TO FLAUNT HIS POWER!!

AND WHAT BETTER--MORE UNEXPECTED PLACE TO DO IT...

...THAN THE MOST IMPORTANT FACTORY IN THE EAST?!!

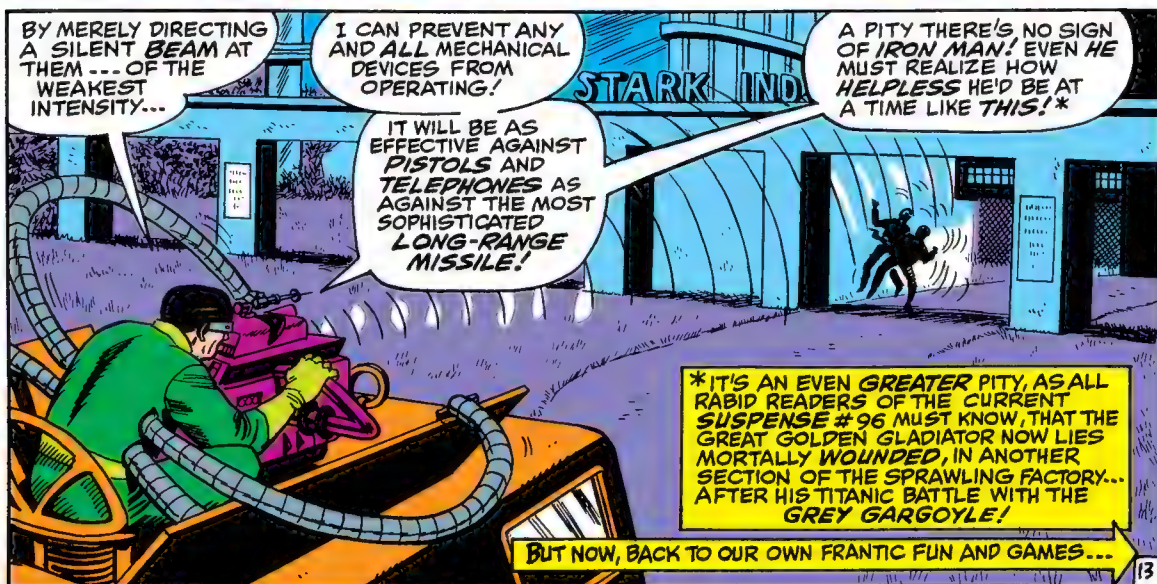
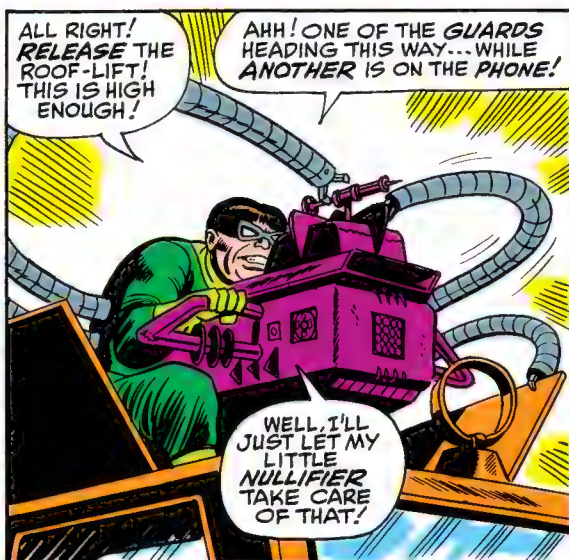
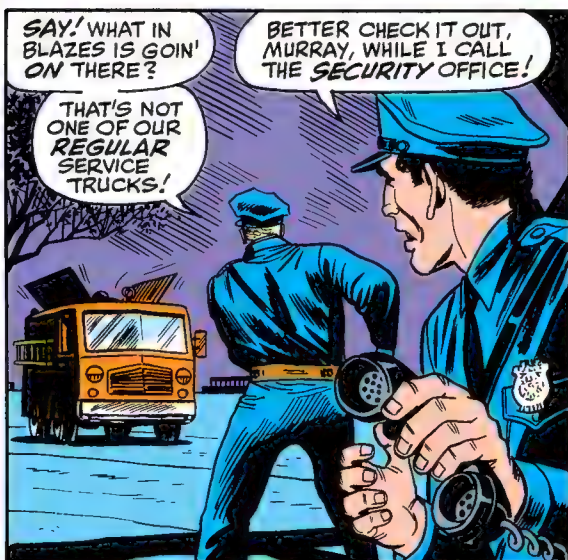
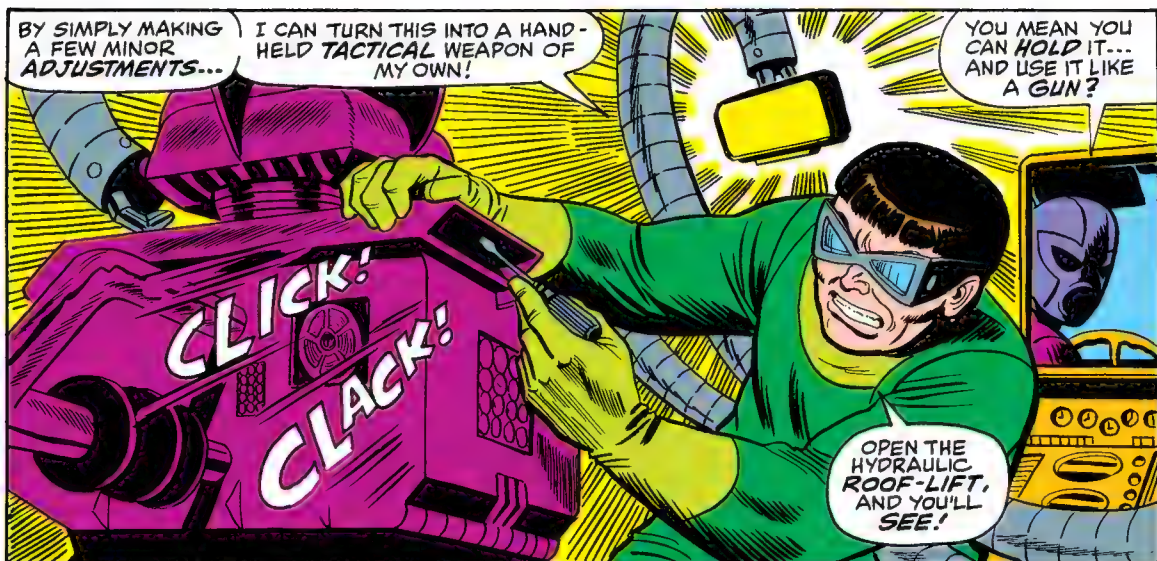


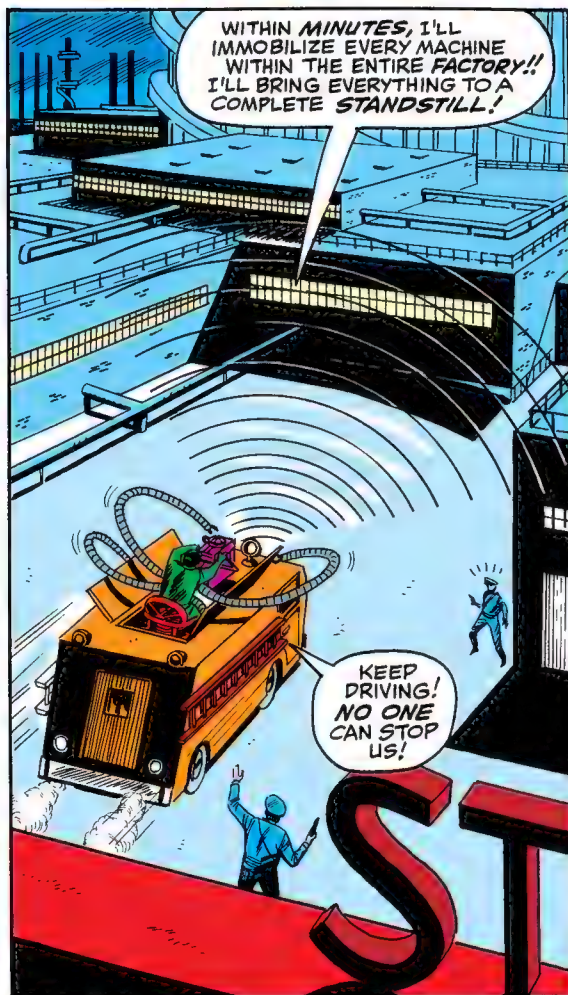
AND, EVEN AS SPIDEY HURTTLES TOWARDS LONG ISLAND, A FORBIDDING TRUCK RUMBLES THE WORLD-FAMOUS FACTORY SITE OF STARK INDUSTRIES...

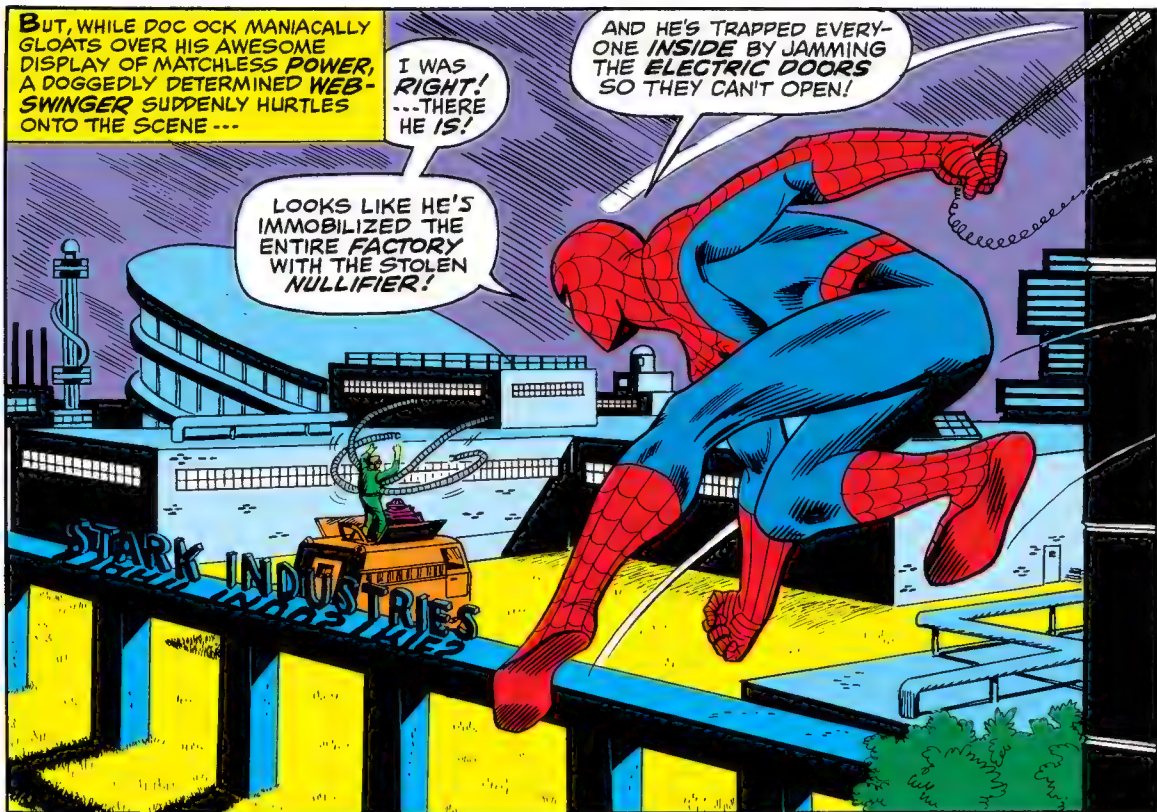
BUT WHAT IF IRON MAN IS ON DUTY NOW??

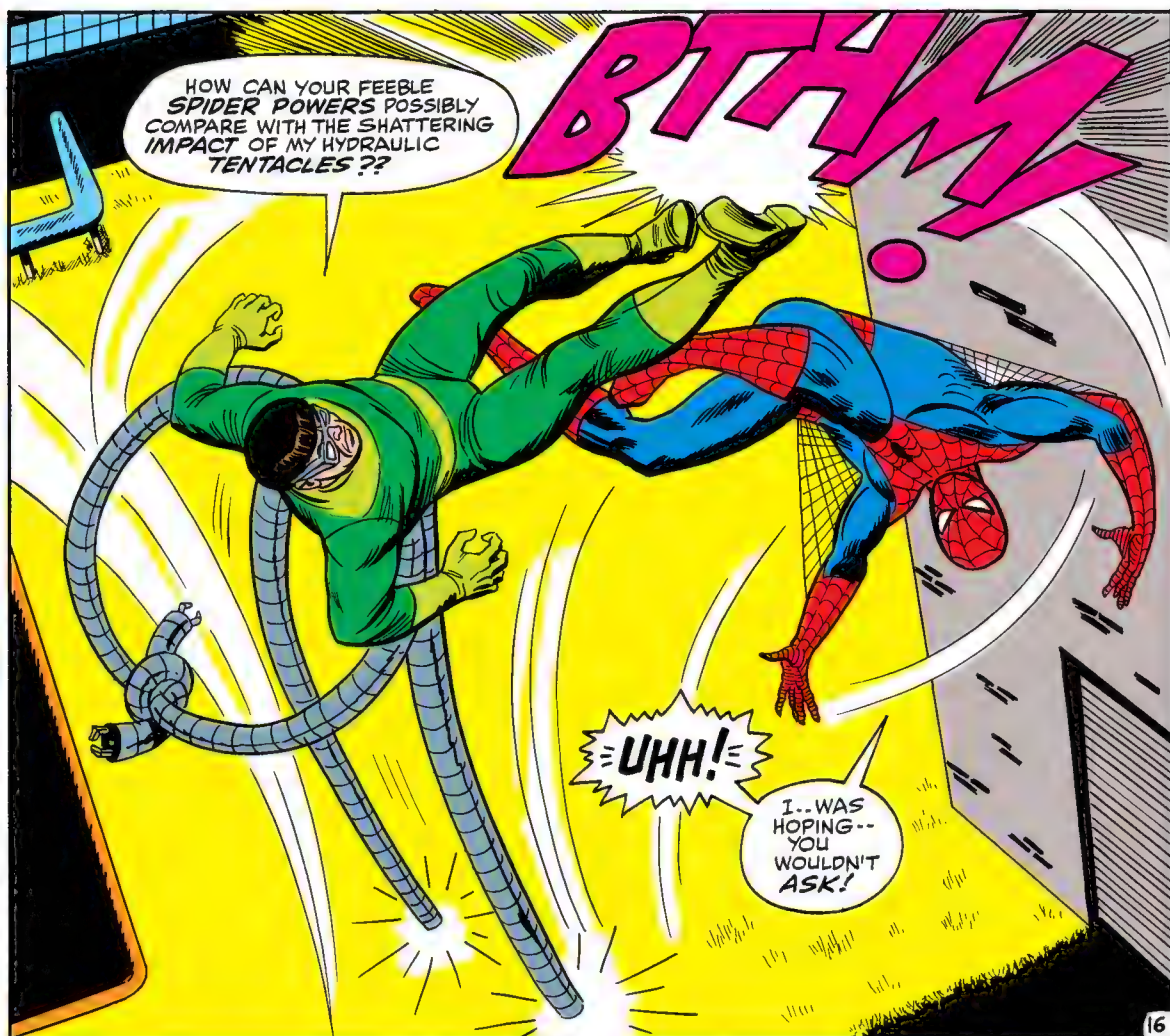
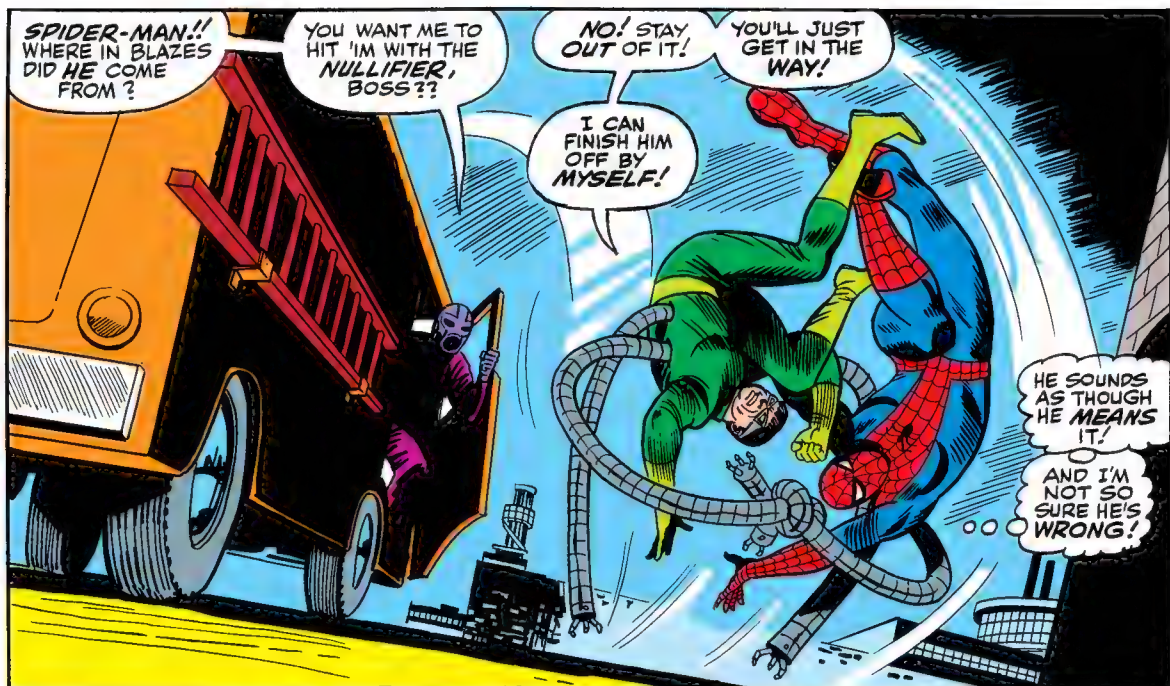
YOU FOOL!! WITH THIS NULLIFIER IN MY POSSESSION, NO POWER ON EARTH CAN THWART MY PLANS!

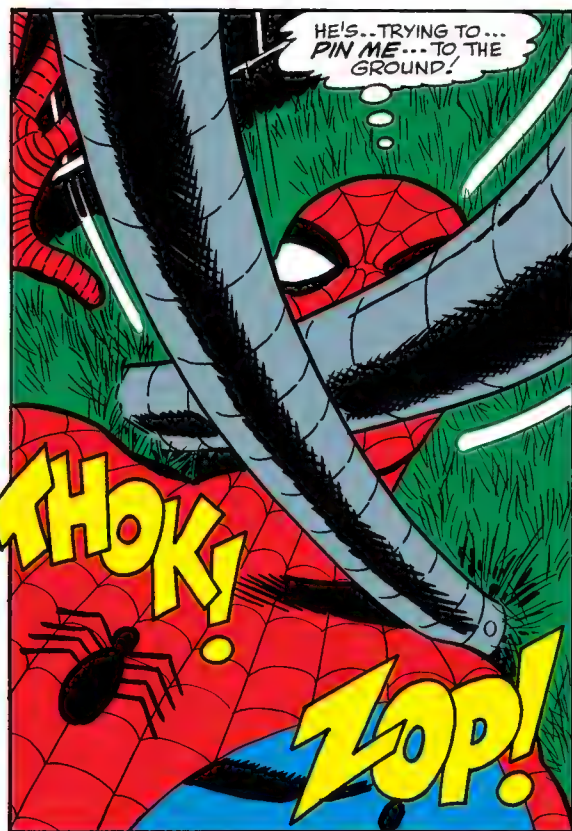
AND THAT IS JUST WHAT I INTEND TO PROVE BY THIS UNEXPECTED LITTLE VISIT!

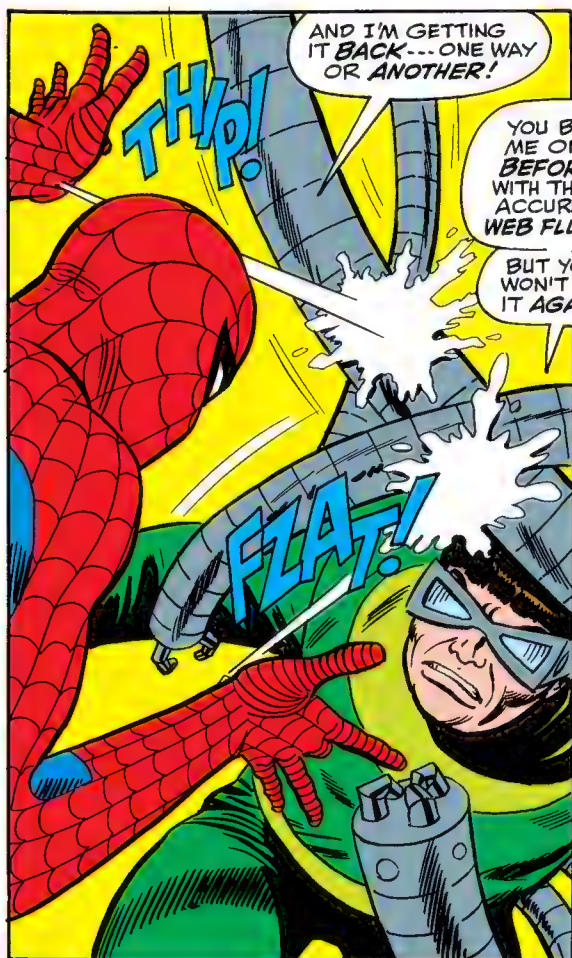
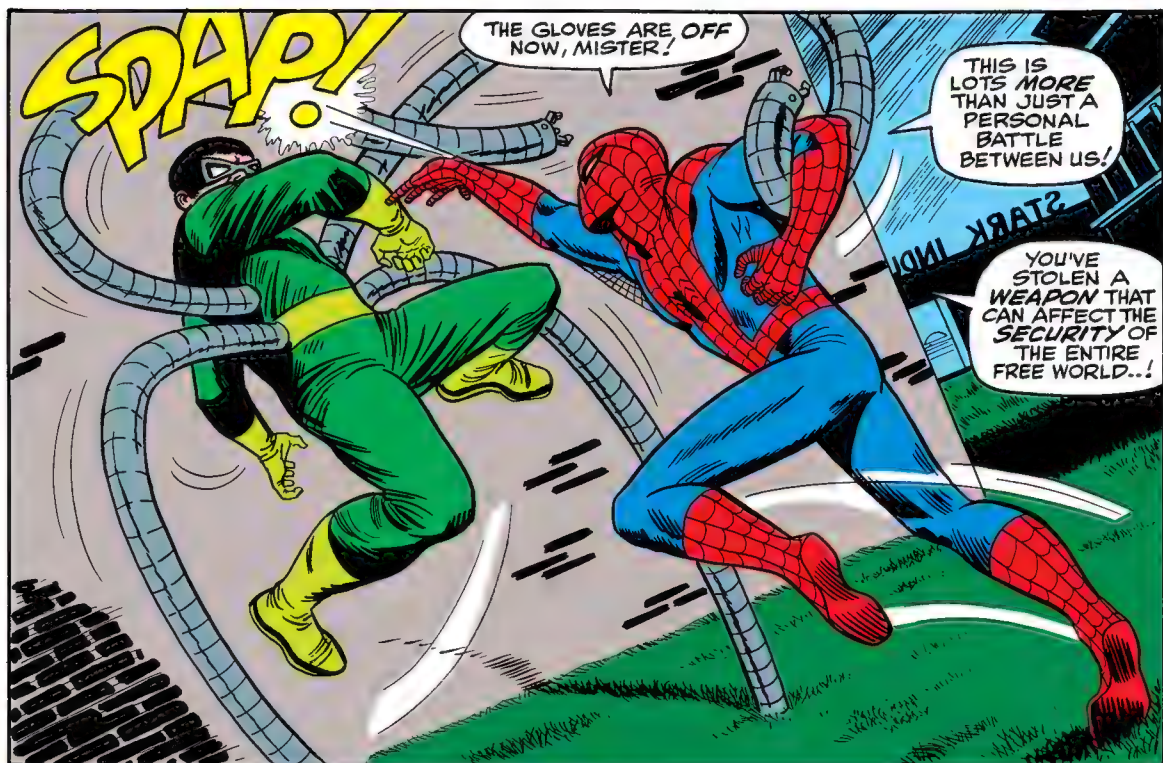


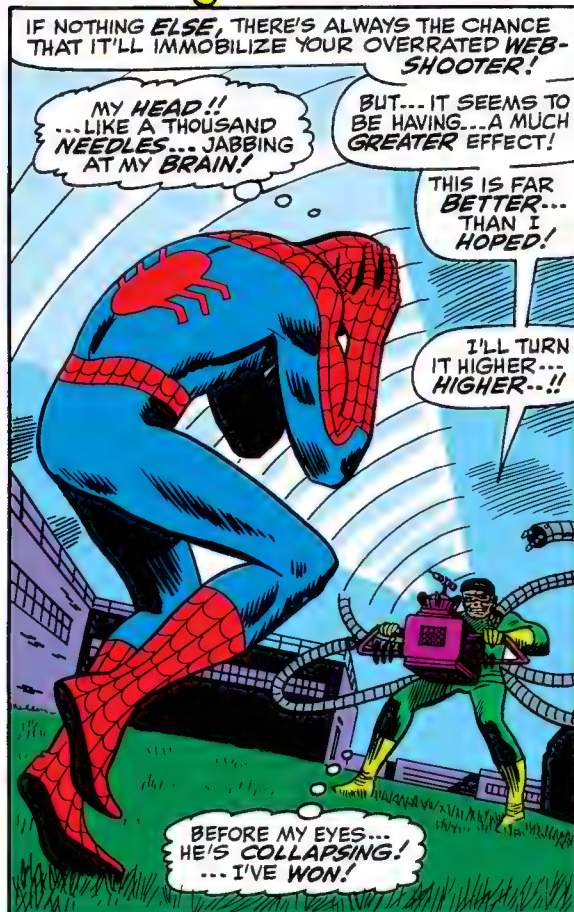
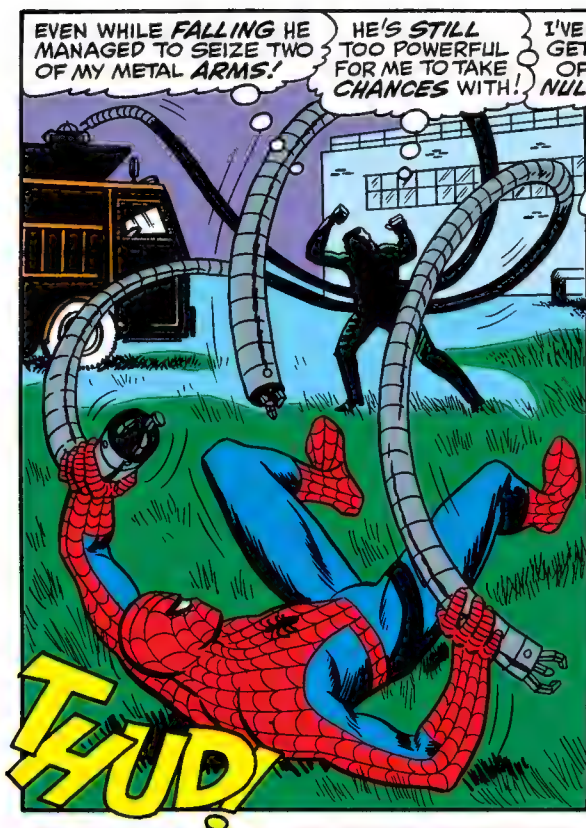


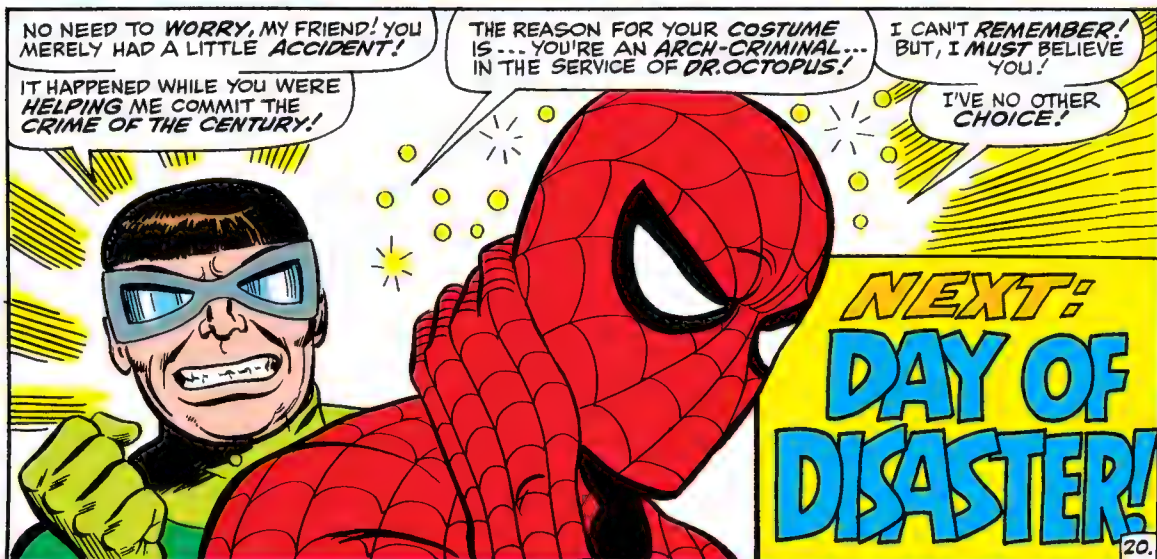
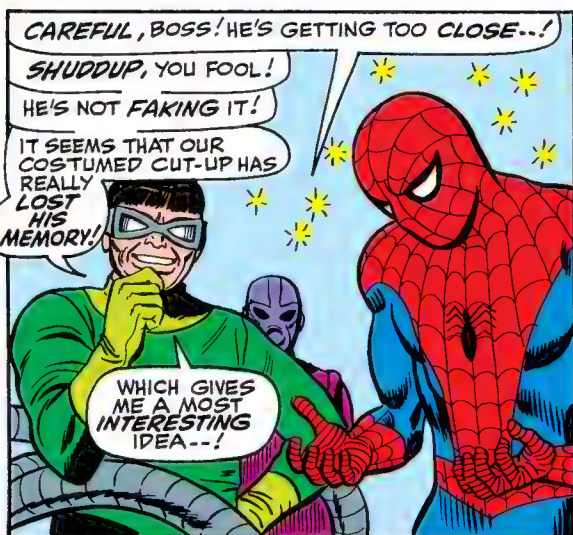
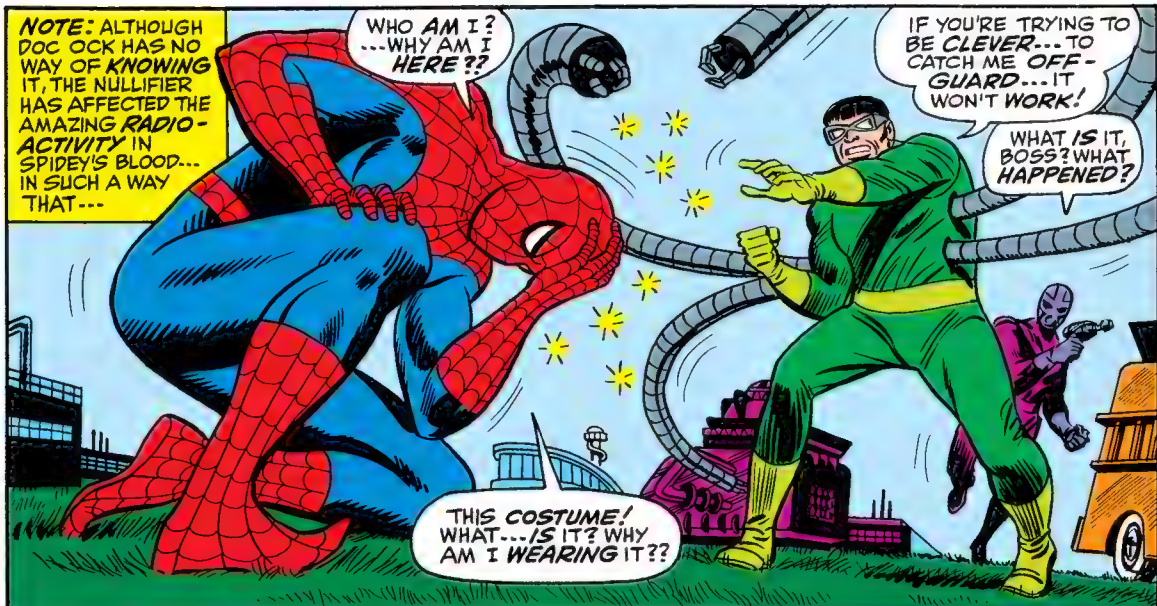














the AMAZING SPIDER-MAN

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MARVEL
COMICS
GROUP
12¢ 56
IND. JAN

DAILY BUGLE
SATURDAY, OCT. 24, 1967
VOL. 9

SPIDEY JOINS DOC

SUPER-HERO TURNS BAD!

By J. JONAH JAMESON

All evidence now indicates that Spider-Man is a dangerous criminal who has turned to his tasks of terrorizing the city. He is a menace to the community and must be stopped.



IS THIS THE WRAP-UP --- OR SPIDEY'S FINAL DISASTER!

MCG

THE AMAZING SPIDER-MAN!™

"DISASTER!"

FASTER!!
YOU FOOL!!
THE POLICE
WILL BE AFTER
US IN
SECONDS!

GUESS WHO
JUST LOST HIS
MEMORY? AND
GUESS WHO'S BEEN
CONNED INTO BELIEVING
DOC OCK IS HIS
PARTNER IN CRIME?

**SPIDEY,
THAT'S
WHO!**

'NUFF SAID!

WITH
SPIDER-
MAN'S HELP,
NO ONE CAN
STOP US
NOW!

PRODUCED BY:

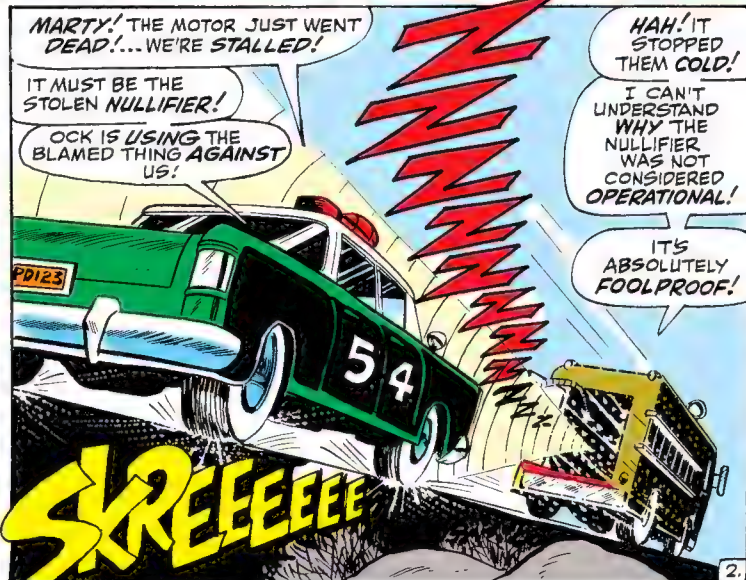
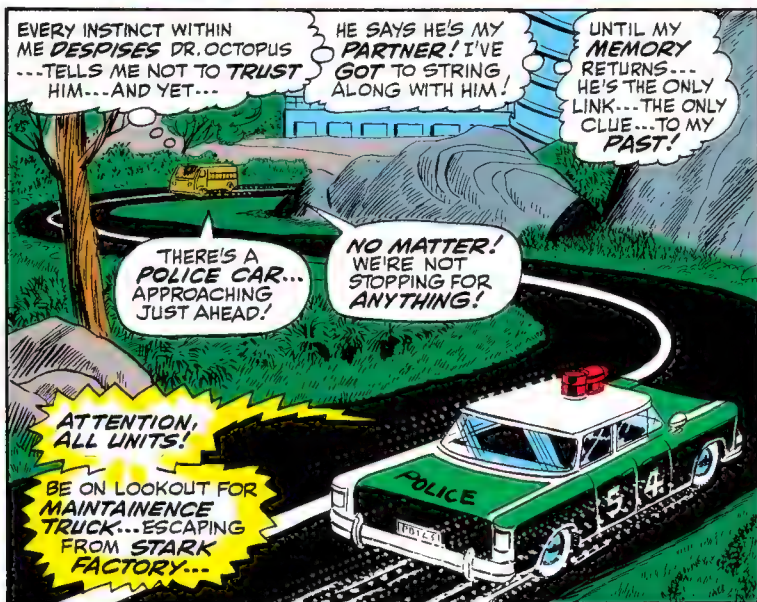
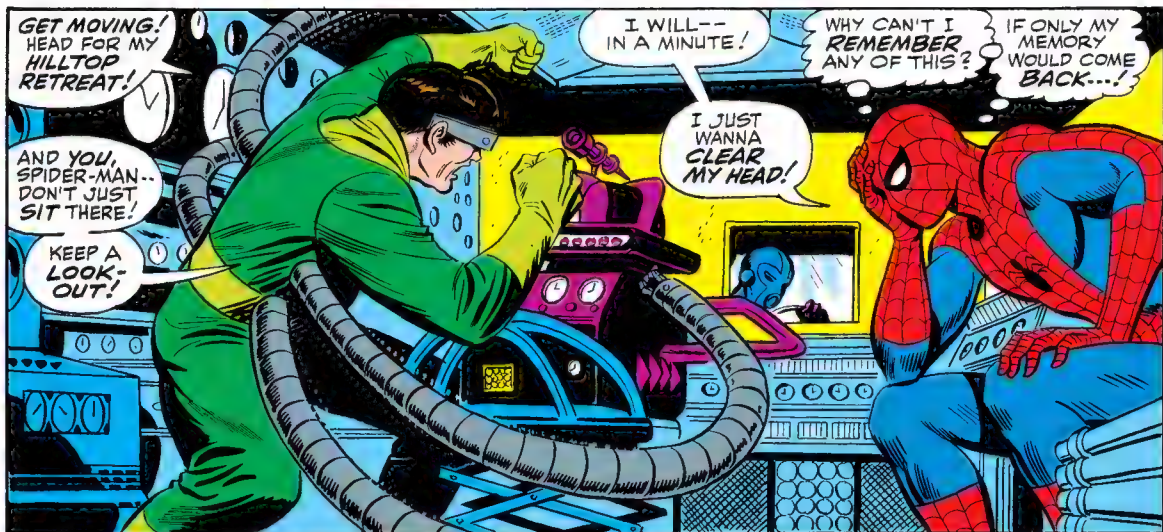
SMILIN'
STAN LEE and

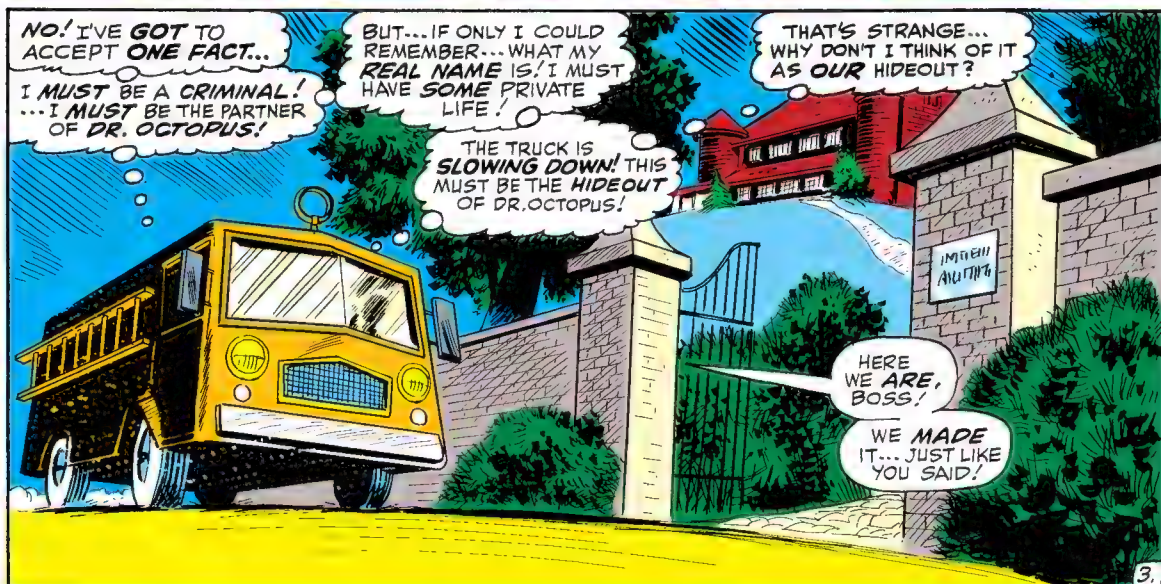
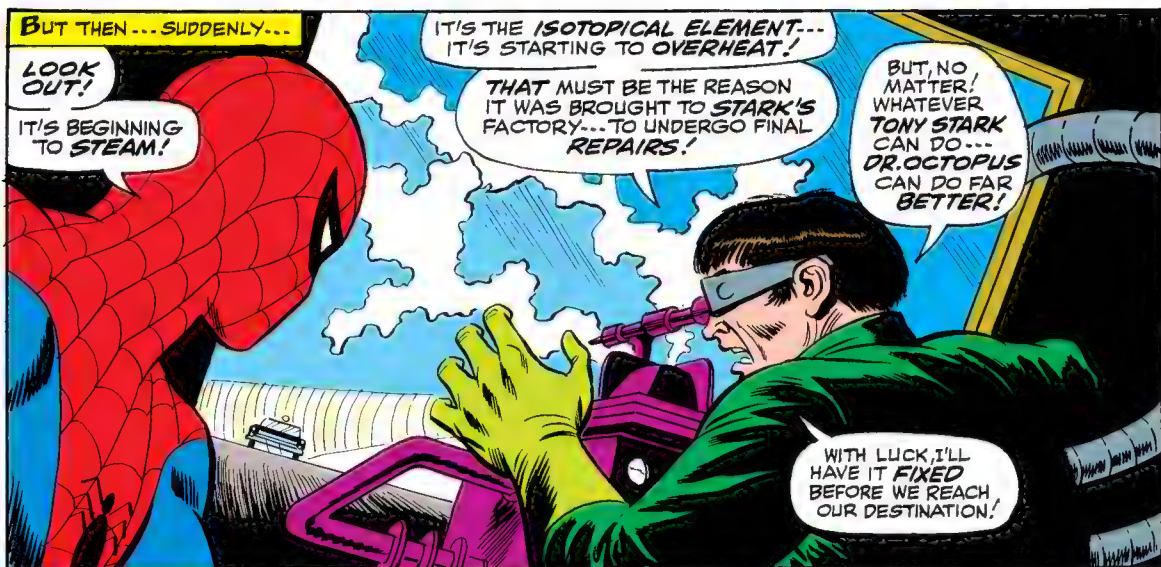
JAZZY
JOHN ROMITA

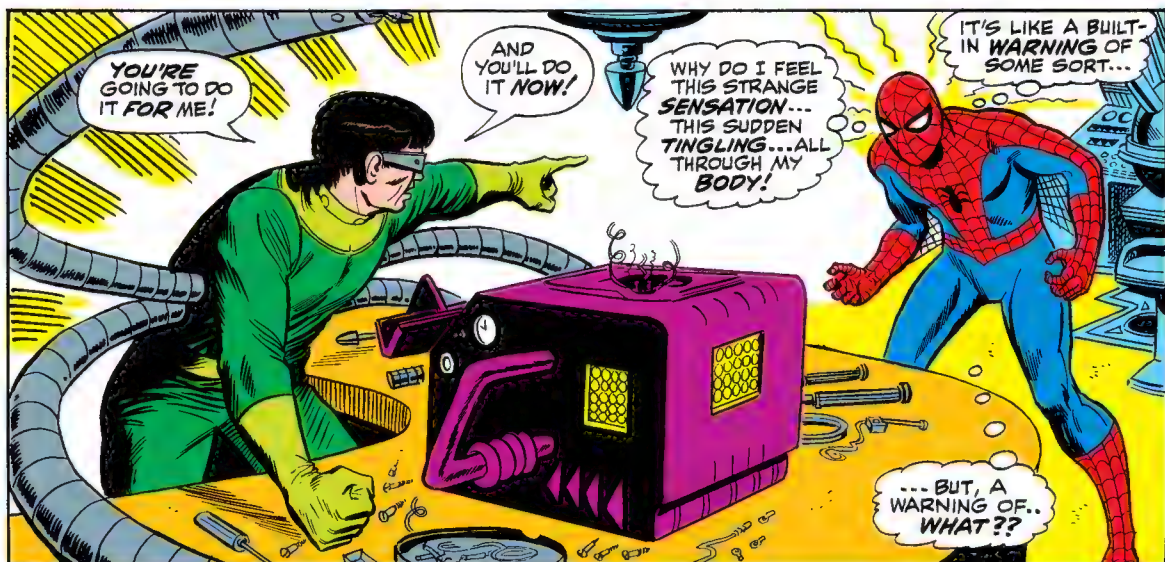
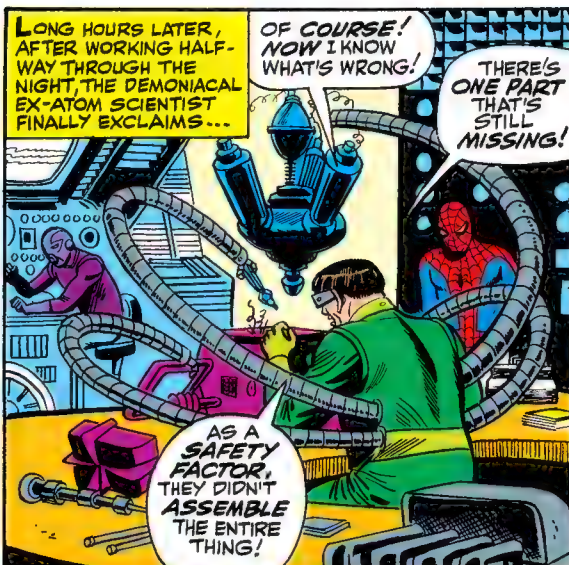
INKED BY:
MICKEY DEMEO

LETTERED BY:
SAM ROSEN

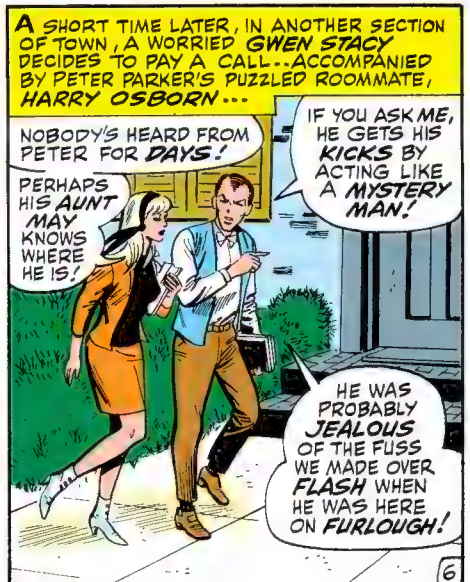
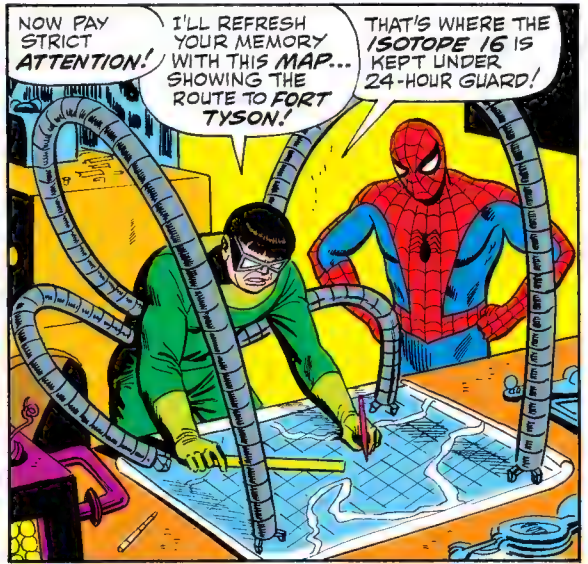
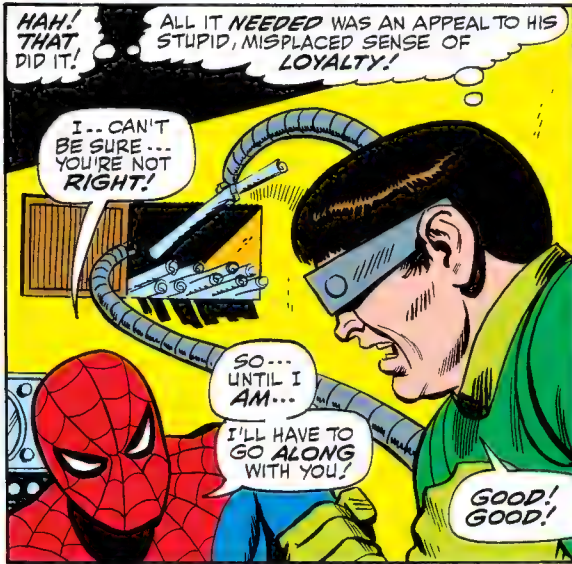
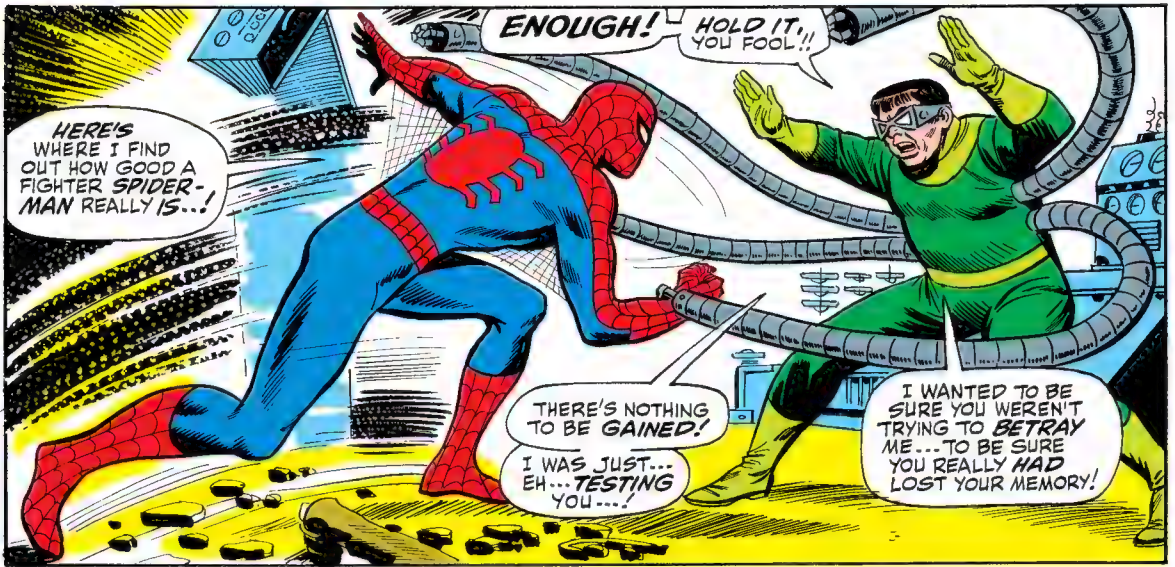
IGNORED BY: THOSE OF LITTLE FAITH!

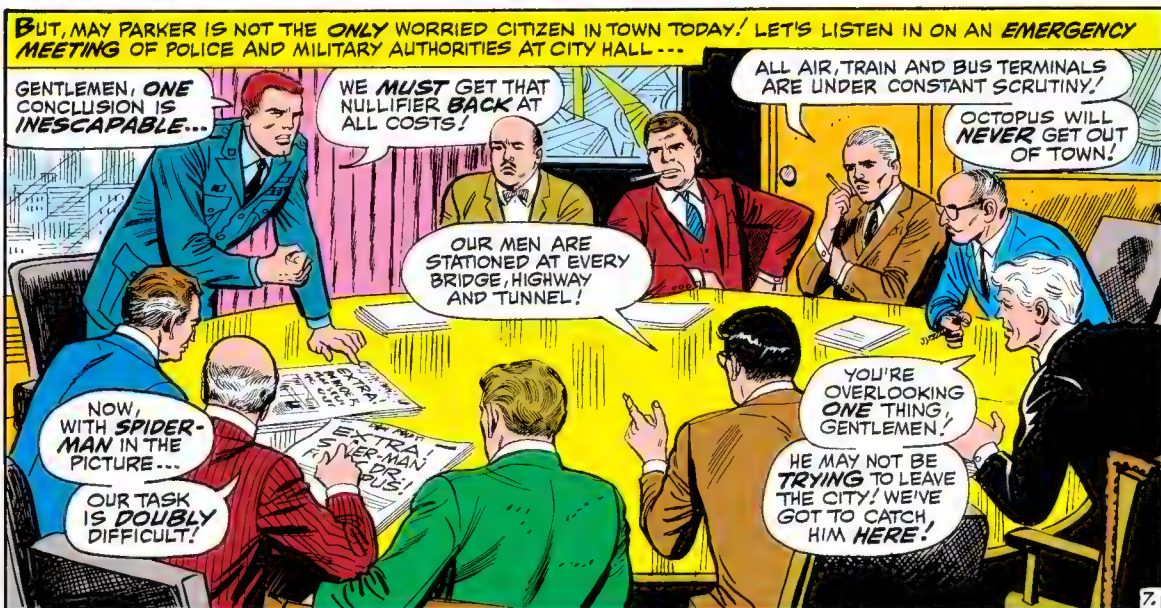
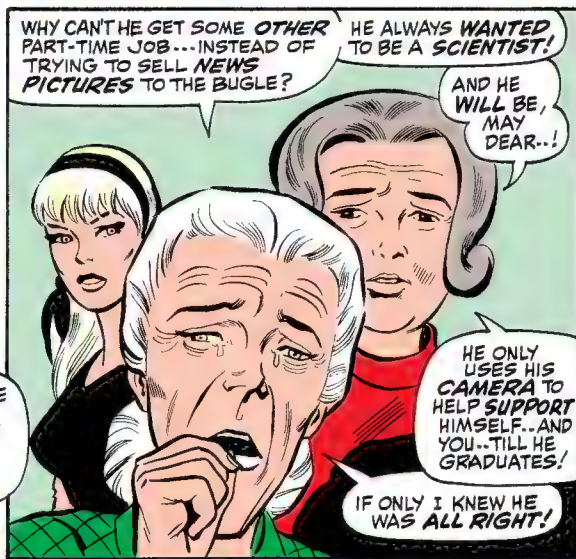
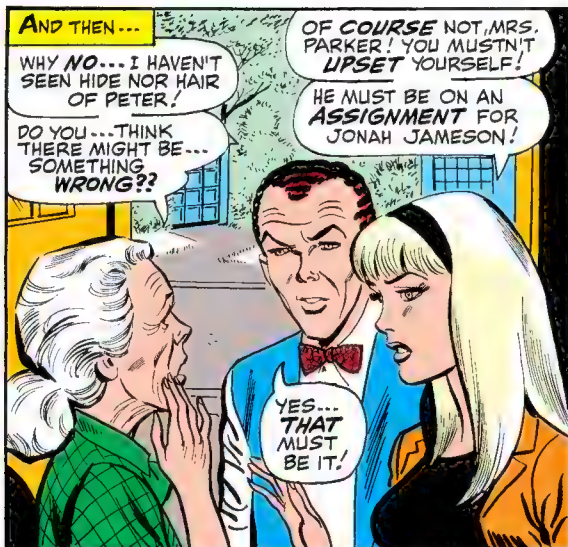


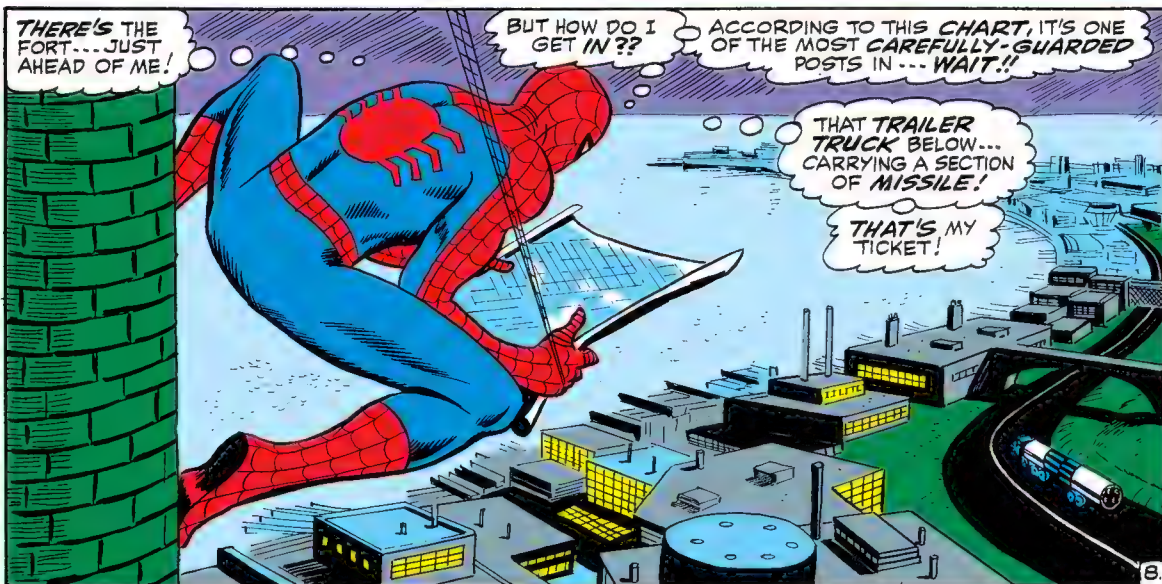


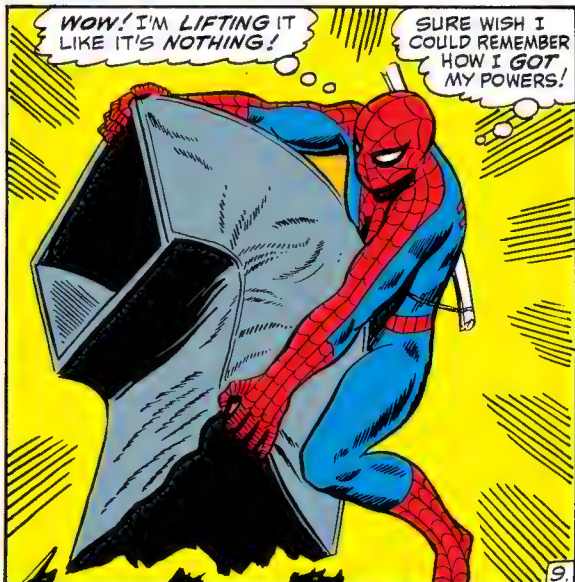
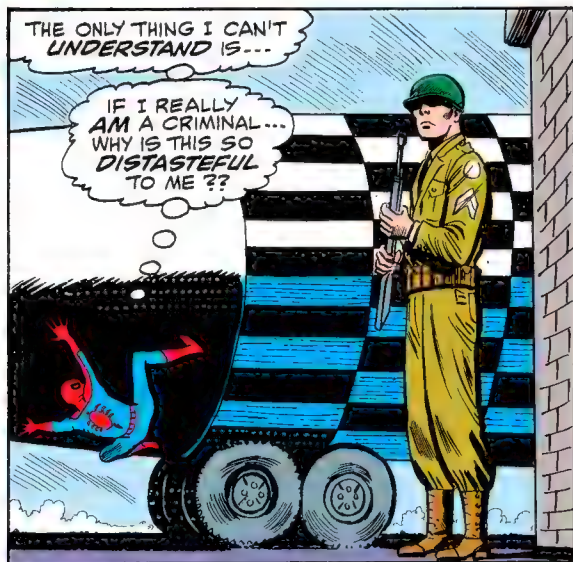
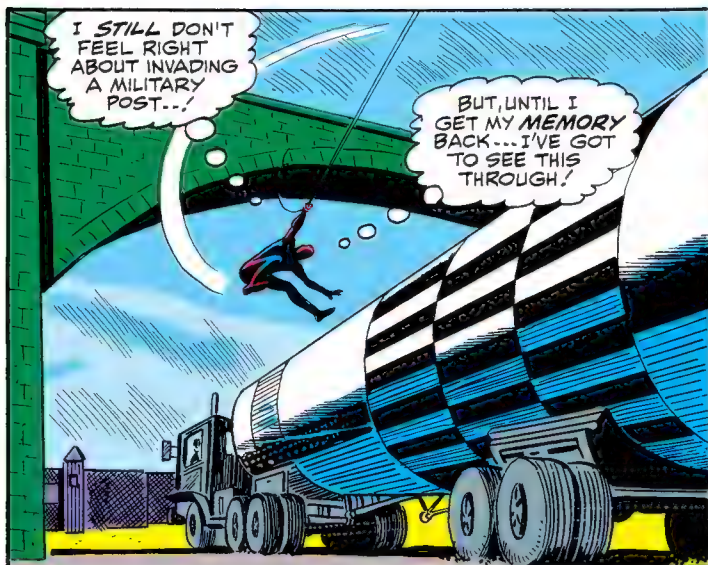


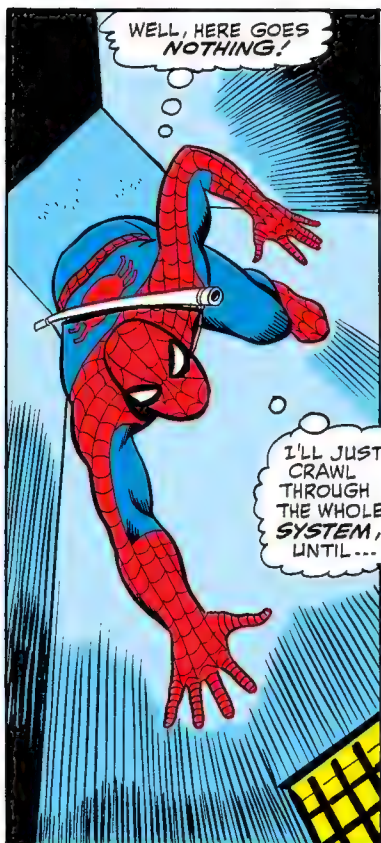




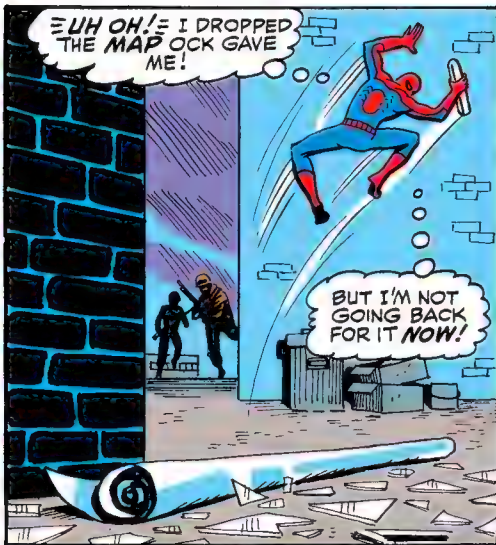






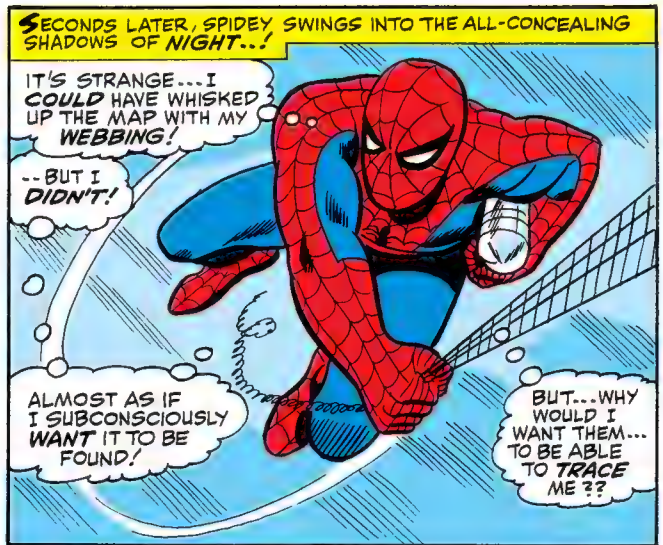






EUH OH! I DROPPED THE MAP! OCK GAVE ME!

BUT I'M NOT GOING BACK FOR IT NOW!

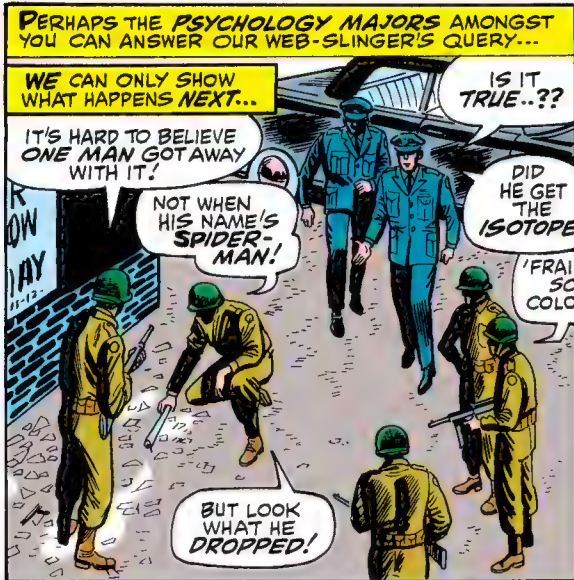


IT'S STRANGE... I COULD HAVE WHISKED UP THE MAP WITH MY WEBBING!

-- BUT I DIDN'T!

ALMOST AS IF I SUBCONSCIOUSLY WANT IT TO BE FOUND!

BUT... WHY WOULD I WANT THEM... TO BE ABLE TO TRACE ME ??



PERHAPS THE **PSYCHOLOGY MAJORS** AMONGST YOU CAN ANSWER OUR WEB-SLINGER'S QUERY...

WE CAN ONLY SHOW WHAT HAPPENS NEXT...

IT'S HARD TO BELIEVE ONE MAN GOT AWAY WITH IT!

NOT WHEN HIS NAME'S SPIDER-MAN!

BUT LOOK WHAT HE DROPPED!

IS IT TRUE...??

DID HE GET THE ISOTOPE?

'FRAID SO, COLONEL!



IT'S A MAP... SHOWING THE ROUTE HERE... FROM THE HEIGHTS SECTION AT THE CITY'S OUTSKIRTS!

SPIDER-MAN'S CLEVER! IT COULD BE A RUSE... TO STALL US WITH A WILD-GOOSE CHASE!

STILL, IT'S OUR ONLY LEAD! LET ME SEE IT...!

HERE YOU ARE SIR!



IF THIS IS GENUINE... IT PIN-POINTS THE AREA HE STARTED FROM... AND TO WHERE HE MAY BE RETURNING!

SERGEANT! I WANT A CHOPPER HERE WITHIN FIVE MINUTES...

...AND A SQUAD OF YOUR BEST MEN... ARMED TO THE TEETH!

WE'RE GONNA MOVE!!



THEN, AS THE NEWLY-ARRIVED WHIRLEYBIRD PREPARES FOR LIFT-OFF...

REMEMBER... I WANT AN IRON CORDON THROWN AROUND THE ENTIRE AREA!!

IF A GRASSHOPPER SLIPS THROUGH, EVERY MAN RESPONSIBLE WILL ANSWER TO ME!

WE'LL MAINTAIN 24-HOUR RADIO-CONTACT!

GOOD HUNTING, SIR!

MEANWHILE, AT THE EXECUTIVE OFFICES OF THAT WORLD-FAMOUS CITADEL OF CULTURE, THE **DAILY BUGLE**...

MY OWN SON... IN CHARGE OF OPERATION NULLIFIER... AND NOT A PEEP OUT OF HIM!!

BE REASONABLE, CHIEF! YOU KNOW THE COLONEL CAN'T GIVE YOU ANY CLASSIFIED INFO!

REASONABLE?? I'M ALWAYS REASONABLE!

...BUT I WANT THAT BLANKETTY-BLANK STORY AND I WANT IT NOW!!

WHERE'S PARKER?? MAYBE HE KNOWS WHERE SPIDER-MAN IS!

NOBODY'S SEEN PETER FOR DAYS, MR. JAMESON!

WHY IS THAT FROSTY-FACED FINK NEVER HERE WHEN I NEED HIM??

AFTER ALL, SIR... HE'S ONLY A PART-TIME PHOTO-GRAPHER!

IT'S NOT AS IF YOU PAY HIM A SALARY!

SHE'S RIGHT, JJ!

SURE!! SURE!! SHE'S RIGHT!! HE'S RIGHT!! THEY'RE RIGHT!! EVERYBODY'S RIGHT... EXCEPT J. JONAH JAMESON!!

AT LAST THE WORLD CAN SEE THAT SPIDER-MAN REALLY IS A CROOK...

AND I HAVEN'T ONE SINGLE PICTURE TO GLOAT OVER!

IT'S A COMMUNIST PLOT... -TO DRIVE ME BATTY!

BUT, IF JOLLY JONAH THINKS THAT HE HAS TROUBLES, LET'S GET BACK TO SPIDEY ONCE MORE ...

I MADE IT!

BUT WHY DO I FEEL SO UNHAPPY... SO ASHAMED OF MYSELF!!

HERE HE IS!

I KNEW THE FOOL WOULD DO IT!

ONCE I HAVE THAT CANNISTER OF ISOTOPE 16, THE NULLIFIER WILL BE PERFECT... AND THE WORLD WILL BE MINE!

WHAT KIND OF CROOK AM I, ANYWAY?

BE CAREFUL, BOSS!

I STILL DON'T TRUST THAT WEB-SLINGIN' WEASEL!



HERE! THIS IS
WHAT YOU
SENT ME FOR!

WONDERFUL!
WONDERFUL!

YOU'RE THE
BEST PARTNER
I EVER WORKED
WITH!



WHEN HE GLOATS LIKE THAT...IT MAKES MY
HACKLES RISE!!

WHY DO I FEEL SO GUILTY
ABOUT WHAT I'VE DONE?

BOSS...
LOOK!!

THE MAP!!
HE DIDN'T
BRING BACK
THE MAP!!

WHY DOES MY EVERY
INSTINCT WANT TO
GRAB THAT CANNISTER
FROM HIM...AND RETURN
IT TO THE **BASE**??!



YOU FOOL!! IT
PINPOINTS OUR
LOCATION
HERE!!

WHERE IS IT??
WHAT DID YOU
DO WITH IT??

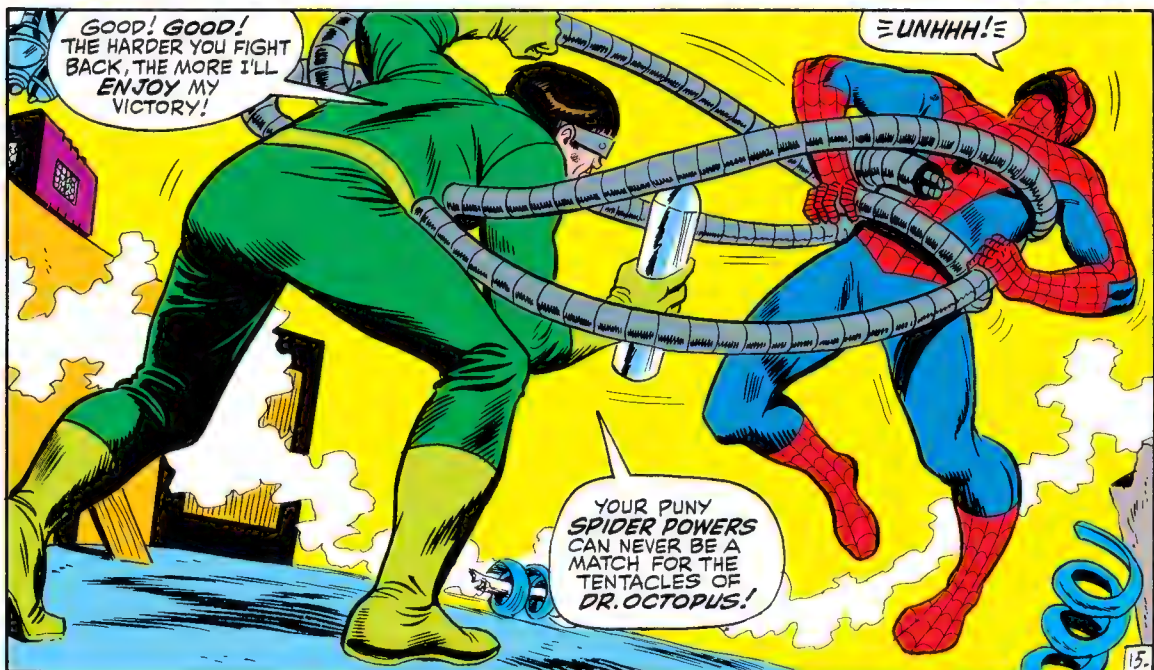
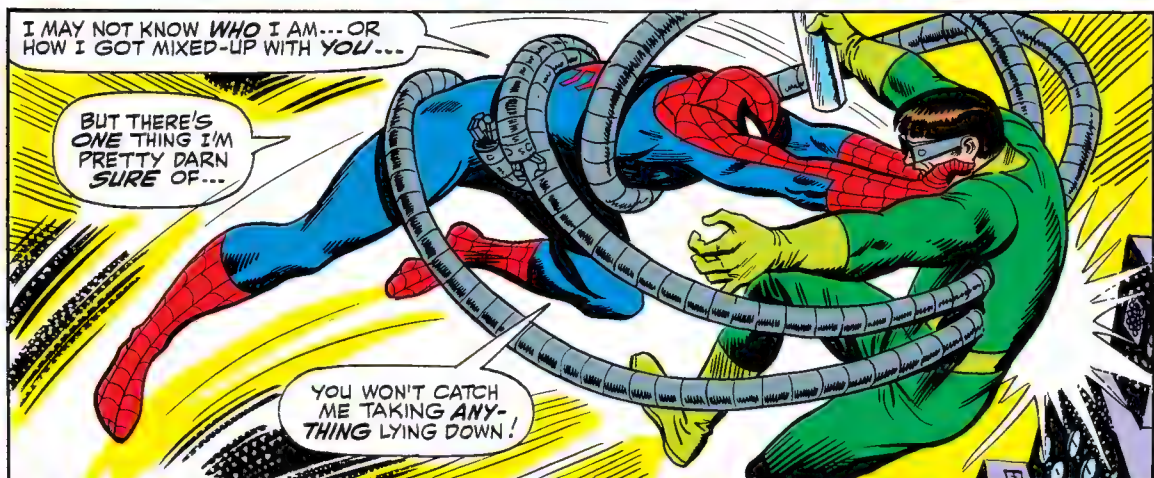
ANSWER ME,
YOU UNTHINKING
CLOD!

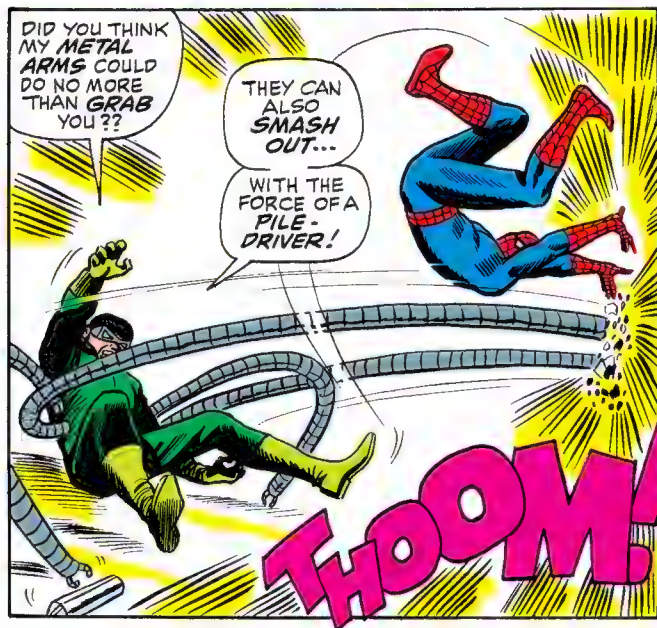
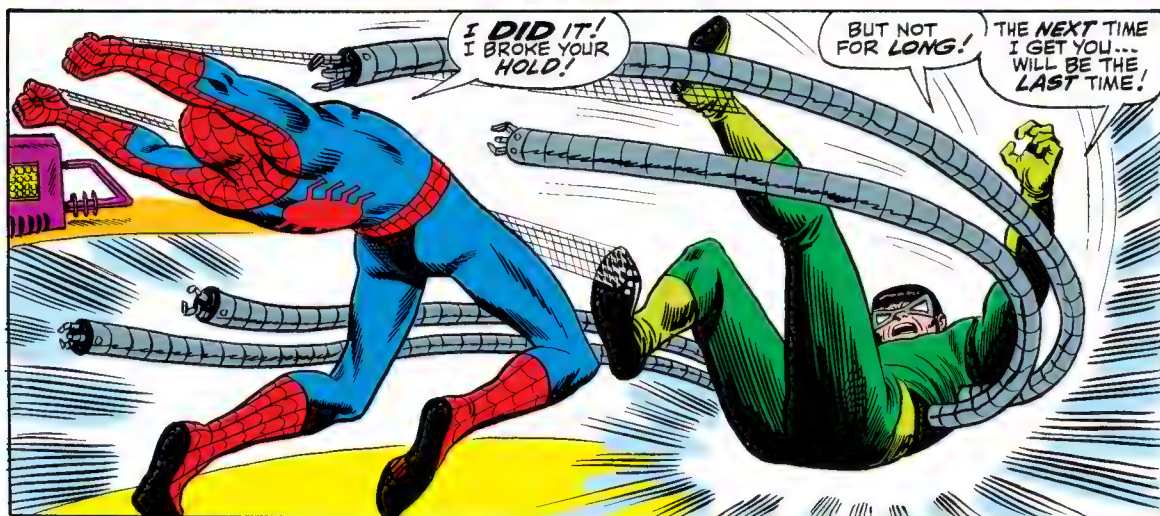
NOT TILL YOU
GET YOUR PAW
OUT OF MY FACE,
MISTER!!

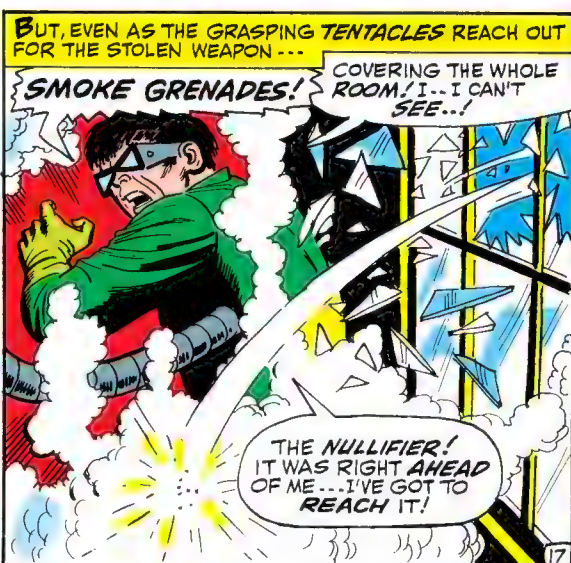
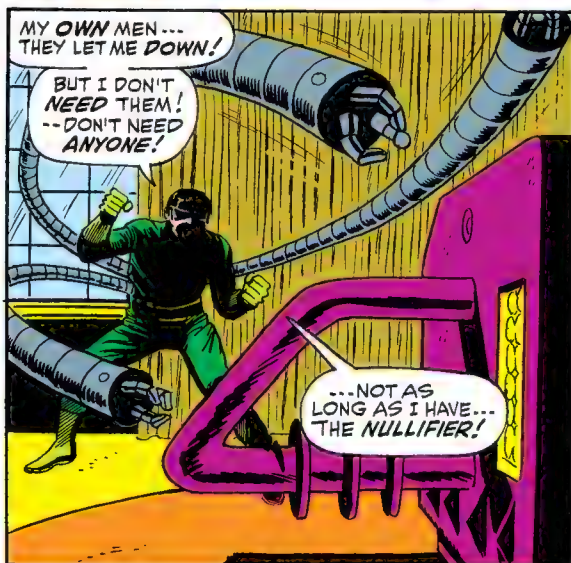
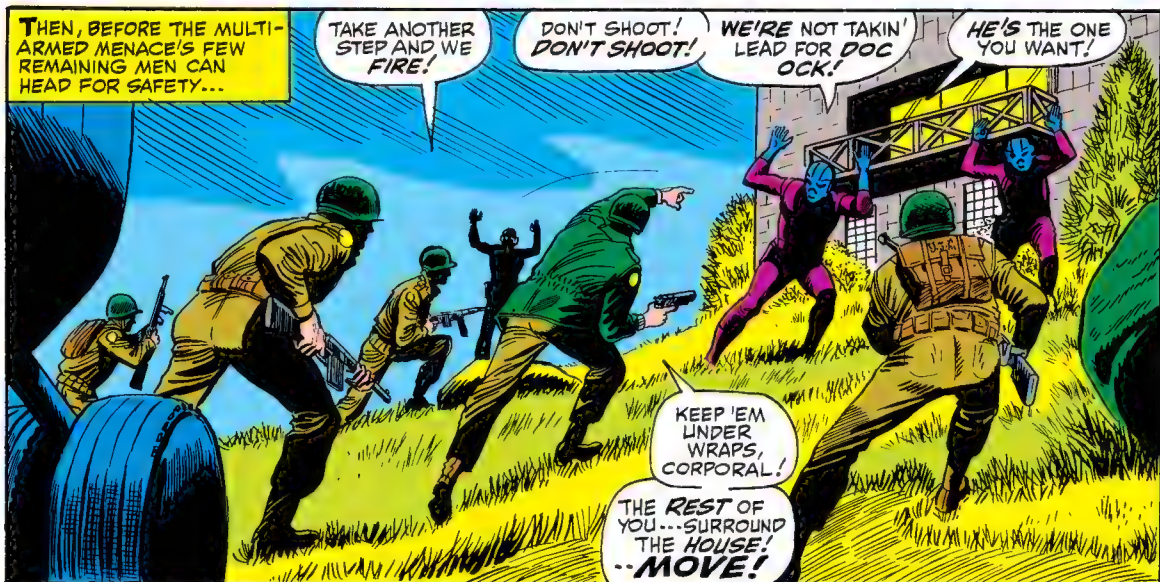
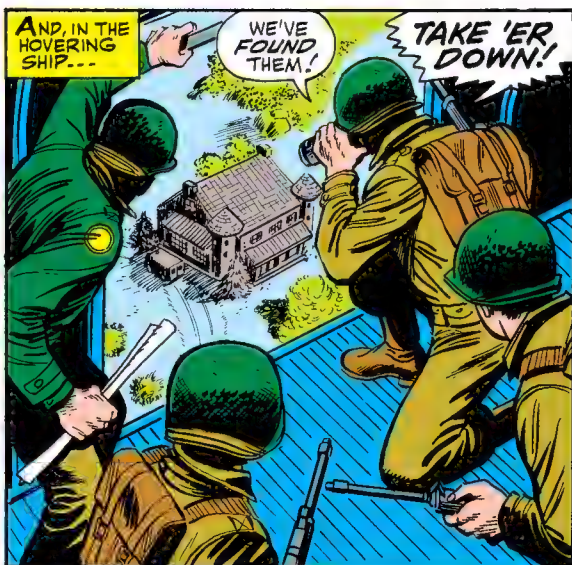
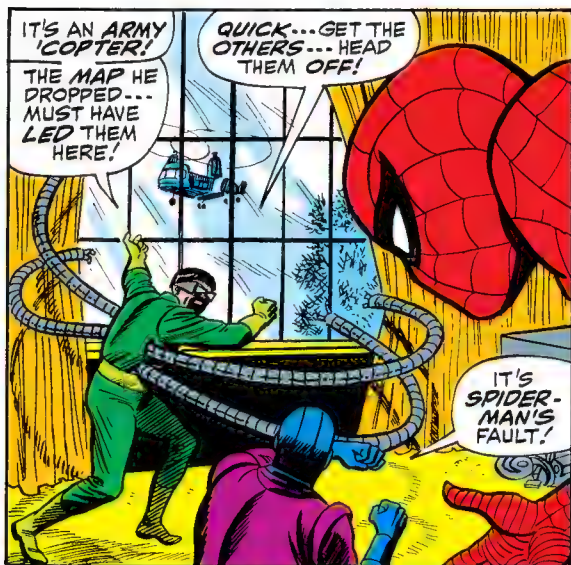


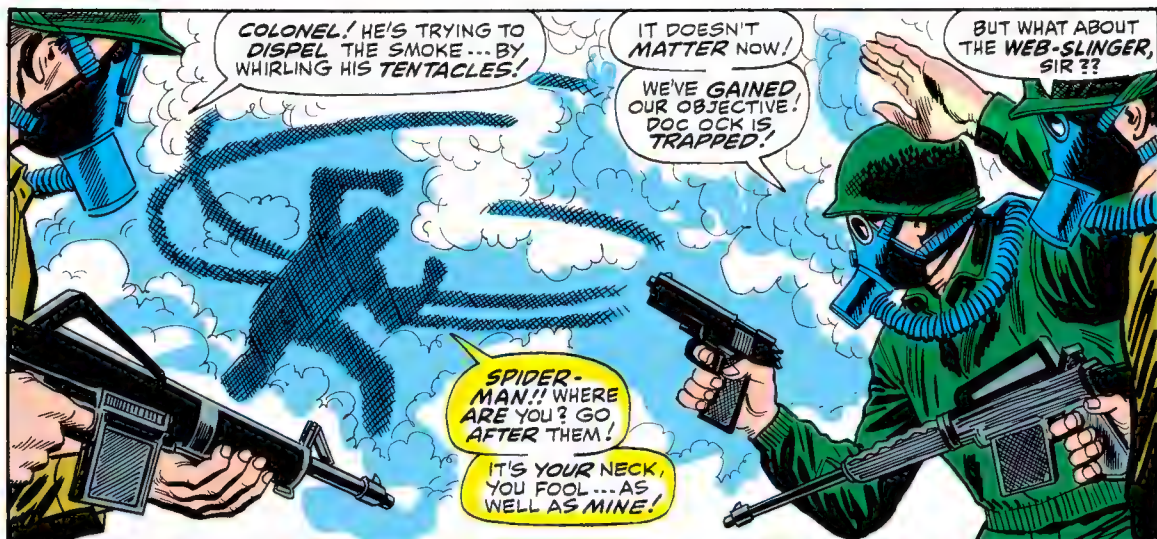
THAT
DOES
IT!
THE GLOVES
ARE OFF
NOW!

YOU'VE
SUDDENLY
OUT-LIVED
YOUR USEFUL-
NESS TO ME!









COLONEL! HE'S TRYING TO
DISPEL THE SMOKE... BY
WHIRLING HIS TENTACLES!

IT DOESN'T
MATTER NOW!
WE'VE GAINED
OUR OBJECTIVE!
DOC OCK IS
TRAPPED!

BUT WHAT ABOUT
THE WEB-SLINGER,
SIR??

SPIDER-
MAN!! WHERE
ARE YOU? GO
AFTER THEM!

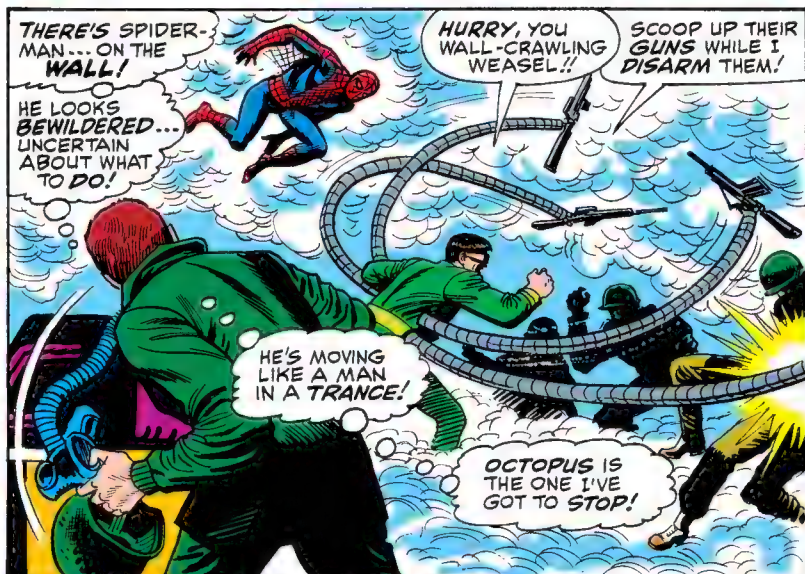
IT'S YOUR NECK,
YOU FOOL... AS
WELL AS MINE!



FORGET
ABOUT
SPIDER-MAN!

OUR FIRST JOB
IS TO GRAB THAT
NULLIFIER!

THE SMOKE IS
CLEARING...
I CAN SEE IT
NOW!



THERE'S SPIDER-
MAN... ON THE
WALL!

HE LOOKS
BEWILDERED...
UNCERTAIN
ABOUT WHAT
TO DO!

HURRY, YOU
WALL-CRAWLING
WEASEL!!

SCOOP UP THEIR
GUNS WHILE I
DISARM THEM!

HE'S MOVING
LIKE A MAN
IN A TRANCE!

OCTOPUS IS
THE ONE I'VE
GOT TO STOP!



OCK'S ARMS
ARE OPERATED
MECHANICALLY!

AND THE NULLIFIER WILL PUT
ANYTHING MECHANICAL
OUT OF ACTION!

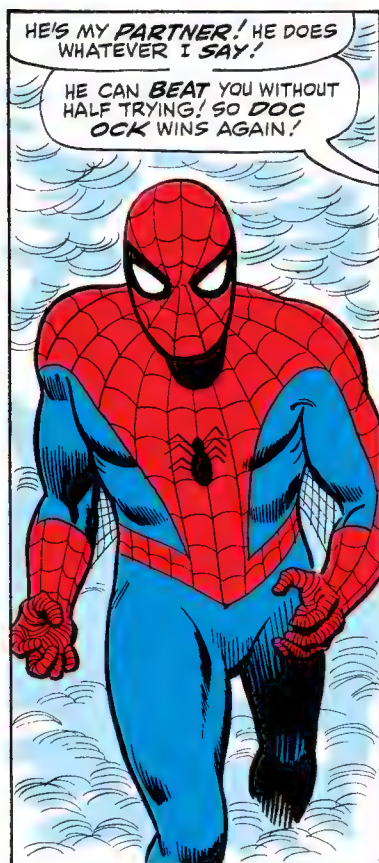
SO HERE
GOES...!

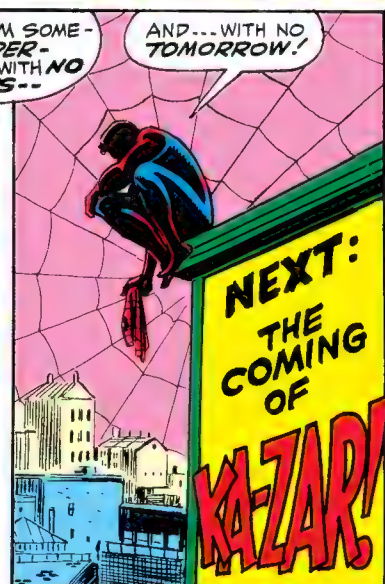
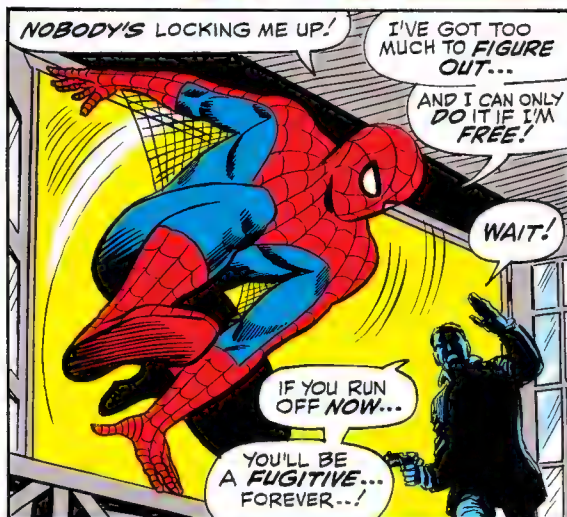
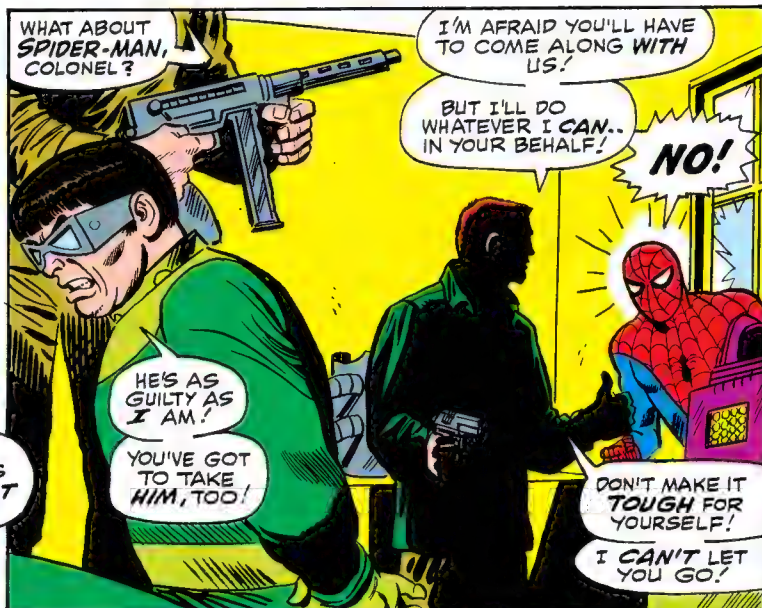
HIS TENTACLES... THE
NULLIFIER IS CAUSING
THEM TO DROP AWAY
FROM HIS BODY!

MY HARNESS APPARATUS
...IT'S DEACTIVATED!
WON'T HOLD MY MECHANICAL
ARMS!!

BUT... YOU
HAVEN'T
BEATEN
ME YET!!

THE NULLIFIER
CAN'T STOP...
SPIDER-MAN!!







the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

MARVEL
COMICS
GROUP

12¢ 57
IND. FEB

MCG

FEATURING:
THE POWER OF
KA-ZAR!

YOU MAY LIKE THIS
YARN OR LOATHE IT
...BUT WE PROMISE
YOU THIS...YOU'LL
NEVER FORGET IT!



THE AMAZING SPIDER-MAN!™

"THE COMING OF KA-ZAR!"

ALTHOUGH
SPIDEY FINALLY
DEFEATED DOC OCK
LAST ISSUE... THE
WEB-SPINNER
LOST HIS MEMORY
IN THE PROCESS!

AND SO, WE FIND
HIM NOW...

I MAY NOT
BE ABLE TO
REMEMBER
WHO I AM...

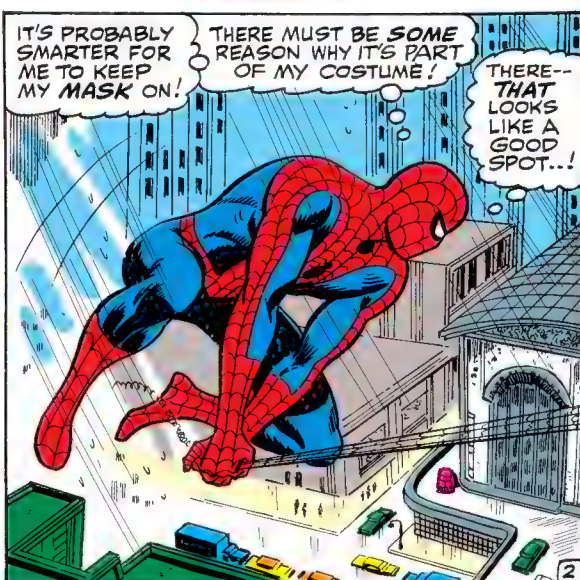
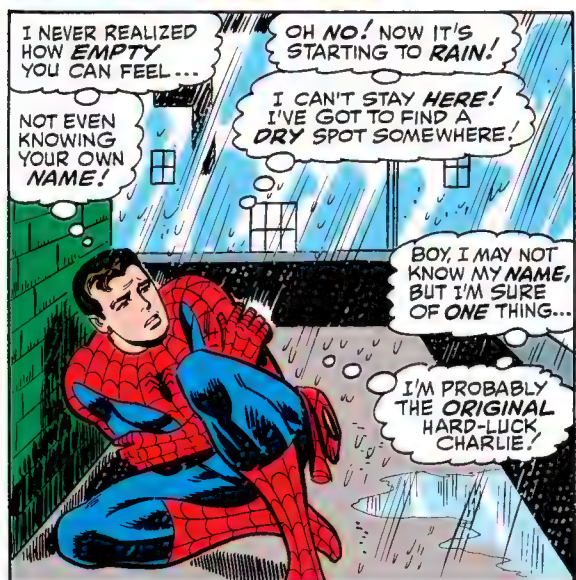
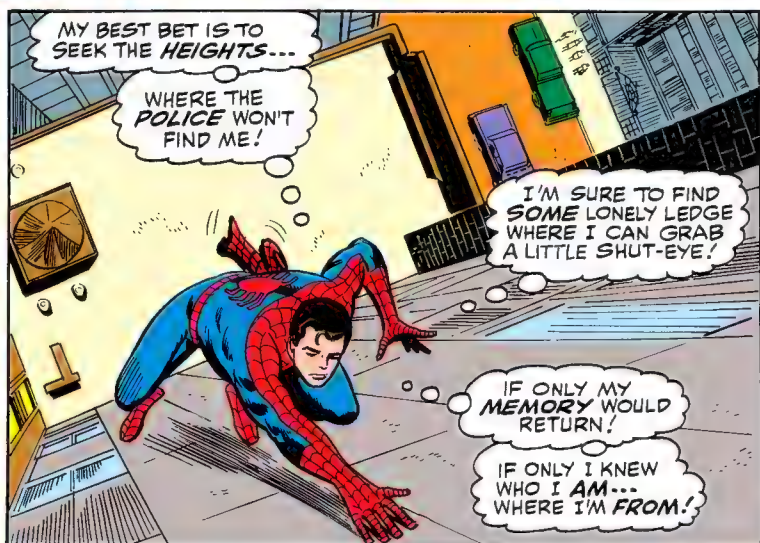
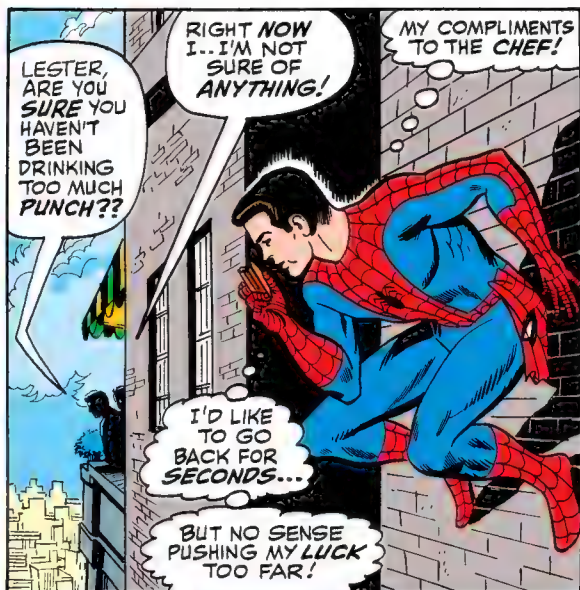
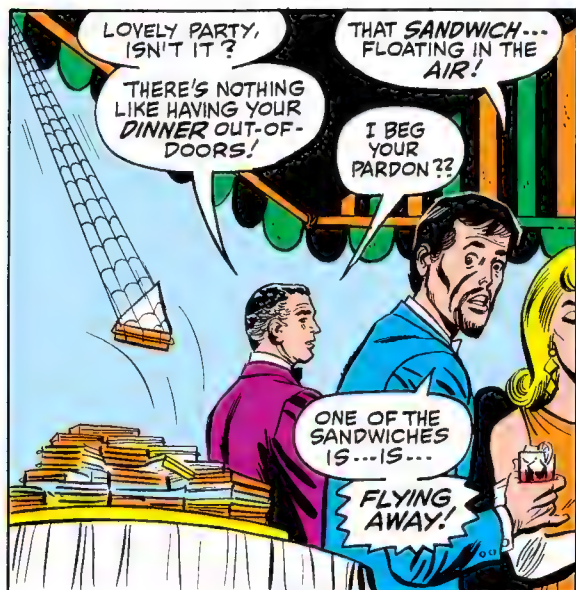
BUT THERE'S
ONE THING I
DO KNOW...

I'M HALF-
STARVED!

SO I'M JUST GONNA
PRETEND I WAS INVITED
TO THAT LITTLE
WING-DING!

IT'S SURPRISE-TIME
AGAIN! NOT ONLY DID
SMILIN' JAZZY
STAN AND JOHN
LEE ROMITA
PUT THIS THRILLER TOGETHER,
BUT DASHIN' DON HECK
FINISHED THE PENCILLING,
AIDED BY:
MICKEY DEMEO, EMBELLISHER
AND SAM ROSEN, LETTERER.
HEROES, ONE AND ALL!

CO-FEATUREING:
ZABU
THE SAVAGE,
SENSATIONAL
SABER-TOOTH!

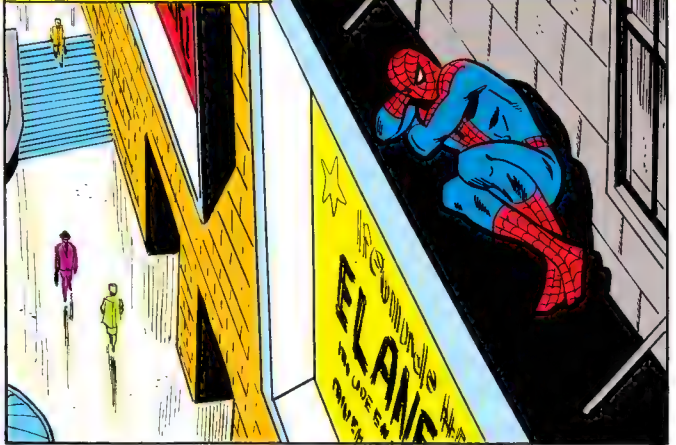




WELL, IT'S NOT EXACTLY THE WALDORF...

BUT AT LEAST IT'S DRY!

AND SO, WEARY AND WAN... UNAWARE OF HIS PAST... UNSURE OF THE PRESENT... AND UNSUSPECTING THE MENACE OF THE FUTURE -- THE AMNESIA-STRIKEN YOUTH FINALLY DROPS OFF INTO A FITFUL, TROUBLED SLUMBER ATOP THE CAVERNOUS RAILROAD TERMINAL ---



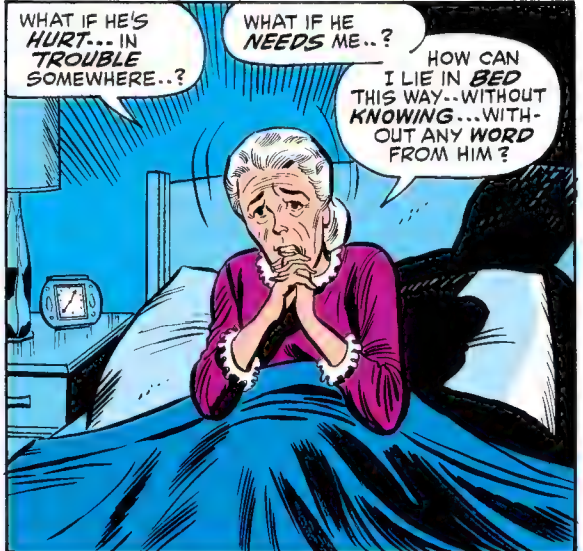
WHILE, INSIDE THE MODEST HOME WHICH HIS AUNT MAY SHARES WITH HER CLOSEST FRIEND, WE FIND MRS. PARKER FAR TOO WORRIED ABOUT HER NEPHEW'S DISAPPEARANCE TO BE ABLE TO FALL ASLEEP...



HE'S NEVER BEEN AWAY THIS LONG... WITHOUT CALLING ME... WITHOUT SOME EXPLANATION!

SOMETHING TERRIBLE MUST HAVE HAPPENED!

I... I JUST KNOW IT!



WHAT IF HE'S HURT... IN TROUBLE SOMEWHERE...?

WHAT IF HE NEEDS ME...?

HOW CAN I LIE IN BED THIS WAY... WITHOUT KNOWING... WITHOUT ANY WORD FROM HIM?



I'VE GOT TO CALL HIS ROOMMATE AGAIN!

PERHAPS YOUNG OSBORN HAS HEARD SOMETHING BY NOW!

OR... ARE THEY KEEPING ANYTHING FROM ME?

WHAT IF... THEY'RE AFRAID... TO TELL ME...?



EXACTLY FIFTEEN SECONDS LATER...

MAY!

IT'S WHAT I'VE BEEN DREADING...!

WORRYING ABOUT PETER HAS BEEN TOO MUCH FOR HER!

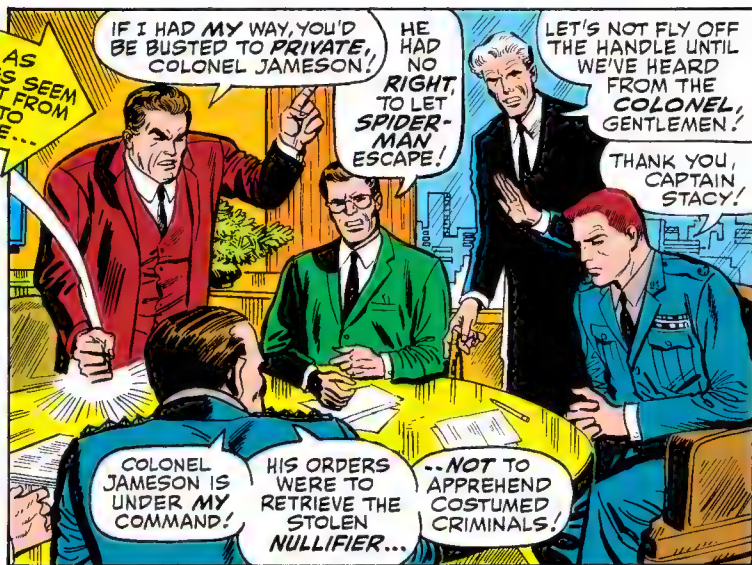
SHE'S COLLAPSED!



DR. BROMWELL ... YOU'VE GOT TO COME AT ONCE!

OR...PERHAPS IT WOULD BE BETTER...TO SEND AN AMBULANCE!

AND, AS THINGS SEEM TO GET FROM BAD TO WORSE...



IF I HAD MY WAY, YOU'D BE BUSTED TO PRIVATE, COLONEL JAMESON.

HE HAD NO RIGHT, TO LET SPIDER-MAN ESCAPE!

LET'S NOT FLY OFF THE HANDLE UNTIL WE'VE HEARD FROM THE COLONEL, GENTLEMEN!

THANK YOU, CAPTAIN STACY!

COLONEL JAMESON IS UNDER MY COMMAND!

HIS ORDERS WERE TO RETRIEVE THE STOLEN NULLIFIER...

...NOT TO APPREHEND COSTUMED CRIMINALS!



HOWEVER, THE CITY COUNCIL DOES DESERVE AN EXPLANATION, COLONEL!

WHY DID YOU MAKE NO ATTEMPT TO CAPTURE THE SO-CALLED SPIDER-MAN?

BECAUSE HE HAD SAVED MY LIFE THREE TIMES IN THE PAST, SIR!

I...COULDN'T OVERLOOK THAT FACT!

SAVED YOUR LIFE?

WHEN? HOW?



I'VE MADE A STUDY OF SPIDER-MAN'S RECORD, GENERAL!

ONE OF HIS EARLIEST EXPLOITS WAS SAVING A SPACE CRAFT WHICH THE COLONEL WAS PILOTING ...

WHILE HE LATER RESCUED HIM FROM THE RHINO ... AND FINALLY FROM DR. OCTOPUS HIMSELF! *

IN FACT, HIS RECORD MAKES IT DIFFICULT TO BELIEVE SPIDER-MAN COULD REALLY HAVE TURNED BAD!

I CAN SEE YOUR POINT, CAPTAIN STACEY!

*SPI. # 1, 41 AND 56. -- SUCCINCT STAN.



FINALLY, AT THE CONCLUSION OF THE STORMY MEETING ...

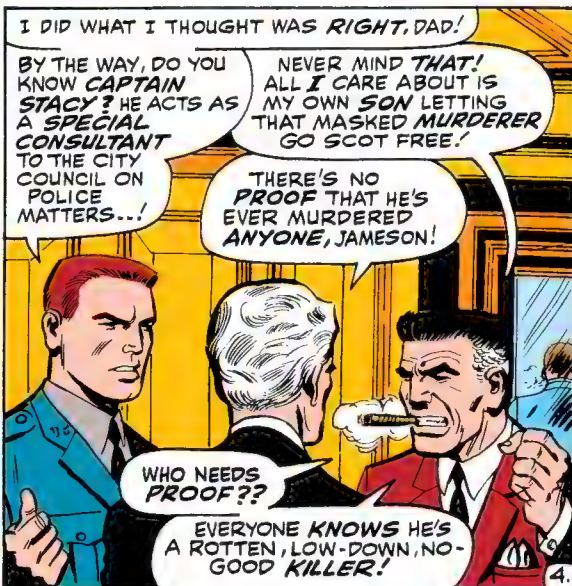
I NEVER KNEW YOU WERE SO FAMILIAR WITH SPIDER-MAN'S BACKGROUND, CAPTAIN!

AS AN EX-POLICE OFFICER, I FIND HIS HISTORY FASCINATING!

JOHN! I THOUGHT YOU'D NEVER COME OUT, BLAST IT!

THE MORE I LEARN... THE MORE HE MYSTIFIES ME!

IS IT TRUE? DID YOU LET THAT WEBBED WEASEL ESCAPE??



I DID WHAT I THOUGHT WAS RIGHT, DAD!

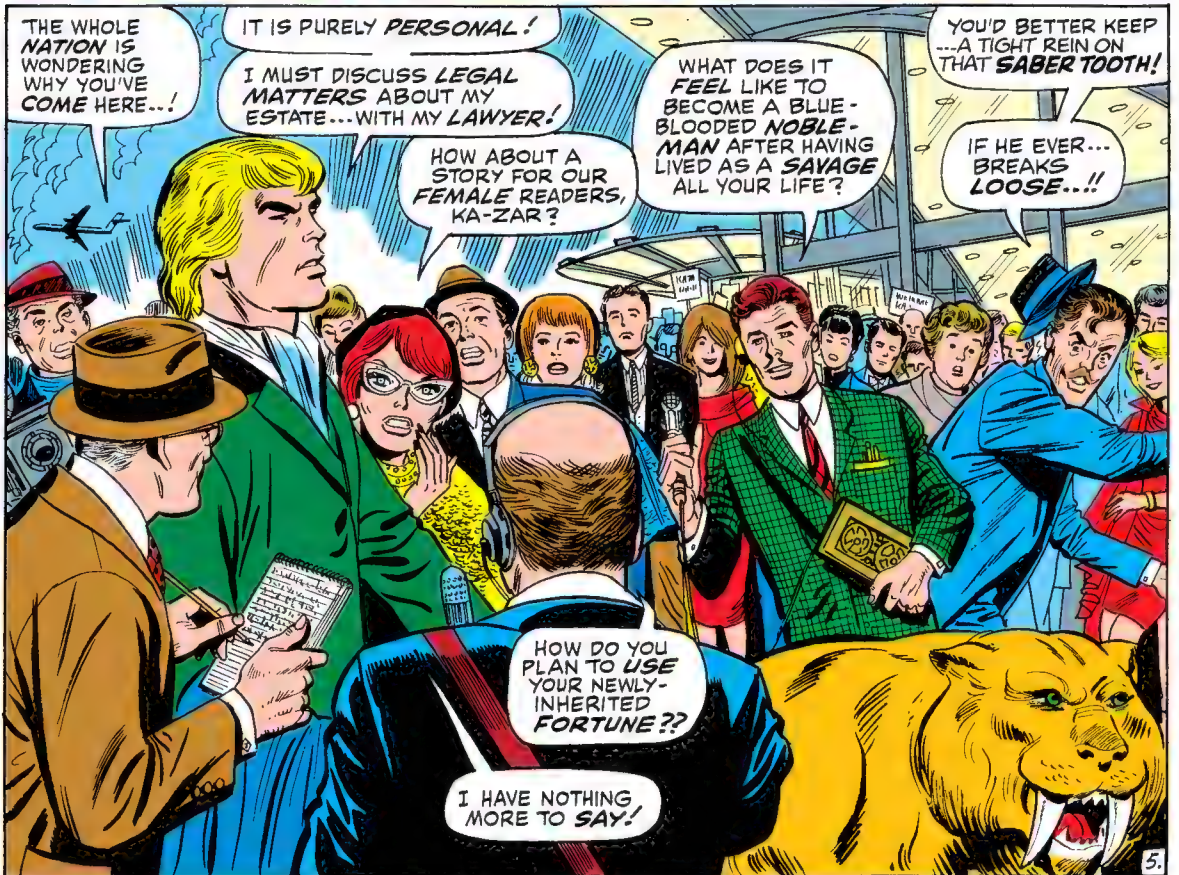
BY THE WAY, DO YOU KNOW CAPTAIN STACY? HE ACTS AS A SPECIAL CONSULTANT TO THE CITY COUNCIL ON POLICE MATTERS...

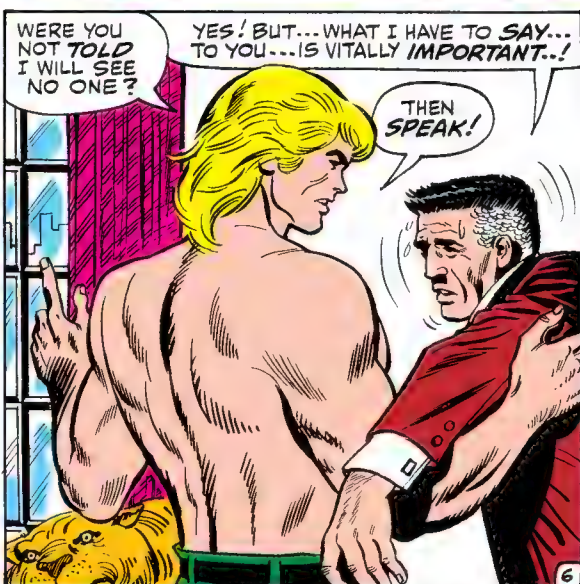
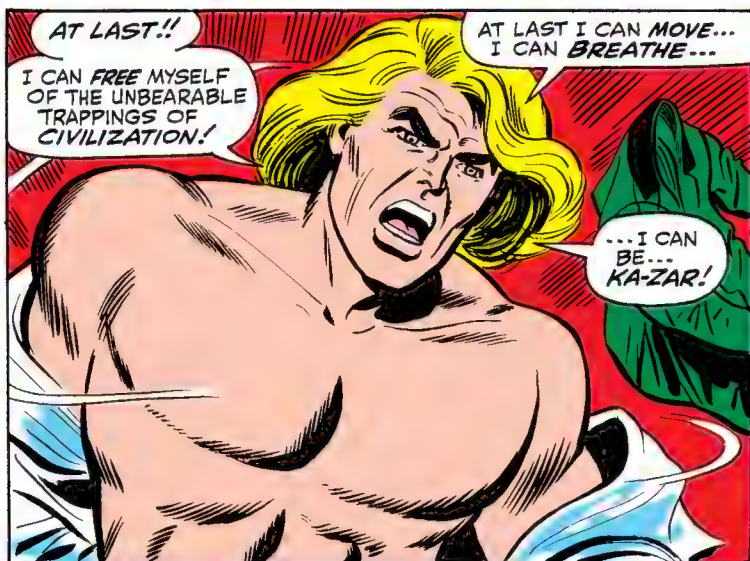
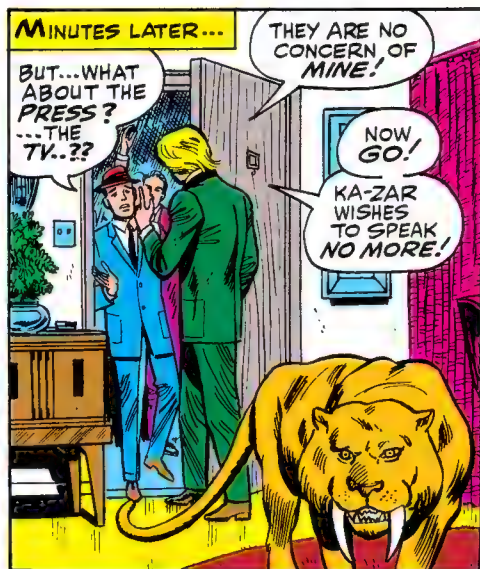
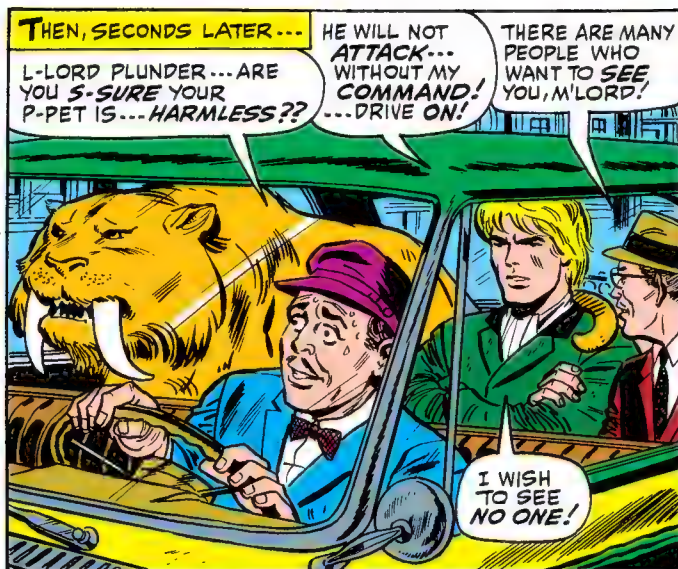
NEVER MIND THAT! ALL I CARE ABOUT IS MY OWN SON LETTING THAT MASKED MURDERER GO SCOT FREE!

THERE'S NO PROOF THAT HE'S EVER MURDERED ANYONE, JAMESON!

WHO NEEDS PROOF??

EVERYONE KNOWS HE'S A ROTTEN, LOW-DOWN, NO-GOOD KILLER!





HE'S **TERRIFIC!** SPIDER-MAN WON'T HAVE A **CHANCE** AGAINST HIM!

I'LL PAY YOU **TEN THOUSAND DOLLARS** TO DEFEAT **SPIDER-MAN** IN BATTLE!

MONEY MEANS **NOTHING** TO ME!

IT'S NOT JUST THE **MONEY...**

YOU'LL BE RIDDING THE WORLD OF A DANGEROUS, DEADLY **MENACE!**

NOBODY **ELSE** HAS BEEN ABLE TO **CATCH HIM... TO BEAT HIM...**

NOBODY **ELSE** HAS HAD THE **STRENGTH... PLUS THE COURAGE... AND THE BRAINS!!**

IT HAS BEEN **TOO LONG** SINCE KA-ZAR DID BATTLE WITH A **POWERFUL FOE!**

BUT, I DO NOT **KNOW** YOU! YOUR MANNER **DISPLEAS** ME!

IF I COULD BUT FIND THE ONE CALLED **DAREDEVIL...** TO ADVISE ME...

NUTS! YOU DON'T NEED **HIM!**

I PUBLISH THE MOST IMPORTANT **NEWSPAPER** IN THE CITY! ANYONE CAN VOUCH FOR **J. JONAH JAMESON!**

I'M JUST TALKING TO YOU AS ONE **PUBLIC-SPIRITED** CITIZEN TO ANOTHER!

VERY WELL! YOU MAY TELL ME **MORE...**

AT THAT MOMENT, IN ANOTHER PART OF TOWN...

PETE'S **NEVER** STAYED AWAY SO LONG BEFORE! SOMETHING **MUST** BE WRONG!

AND I CAN'T HELP FEELING THAT I'M **PARTIALLY TO BLAME!** HE WAS PROBABLY **WORRIED...** OR IN **TROUBLE...**

AND I GAVE HIM THE **BRUSH!**

BUT MAYBE I CAN **STILL** MAKE UP FOR IT!

IF ONLY I COULD FIND OUT WHERE HE **IS!**

I HATE TO **PRY...** AND YET...

PERHAPS I CAN FIND SOME **CLUE** HERE IN HIS **ROOM...**

HE MAY HAVE LEFT A **NOTE..** OR EVEN AN **ADDRESS!**

WHAT CAN **THIS** BE... ON THE FLOOR OF HIS **CLOSET?**

IT LOOKS LIKE... A **SPIDER** INSIGNIA!

PETE WAS ALWAYS **PHOTOGRAPHING** SPIDER-MAN!

BUT, HOW DID IT GET **HERE?**

THEN, ALTHOUGH OBVIOUS TO ITS REAL PURPOSE, THE STARTLED YOUTH SEIZES ONE OF OUR HERO'S LITTLE **SPIDEY TRACERS**...!

IT'S NOT JUST AN ORNAMENT...!

IT'S SOME SORT OF MINIATURIZED ELECTRONIC WIRELESS DEVICE!

AND...I'LL BET ANYTHING... THAT IT BELONGS TO **SPIDER-MAN** HIMSELF!

IT CAN ONLY MEAN THE WEB-SLINGER WAS HERE...
HE CAPTURED PETE!!

A SHORT TIME LATER, OUR SPIDERY SUPER-STAR IS AWAKENED BY AN URGENT RADIO BULLETIN...

...A MISSING COLLEGE FRESH-MAN IS REPORTED TO BE A VICTIM OF **SPIDER-MAN**!

HUH? WHAT'S THAT...?

SOMEONE MENTIONED ME!

ONLY ONE VOICE, SO FAR, HAS BEEN RAISED IN THE WEB-SPINNER'S DEFENSE...!

AIR FORCE COLONEL JOHN JAMESON STILL SUPPORTS SPIDER-MAN'S INNOCENCE!

BUT THE QUESTION STILL REMAINS...WHY DID THE MASKED MYSTERY MAN CAUSE THE DISAPPEARANCE OF YOUNG PETER PARKER

SO! THAT COLONEL JAMESON THINKS I'M INNOCENT, EH?

HE MAY KNOW MORE ABOUT ME THAN I KNOW MYSELF!

LOOKS LIKE I'D BETTER GO FIND THAT GENT... BUT FAST!

PETER PARKER! WONDER WHY THAT NAME SEEMS TO RING A BELL?

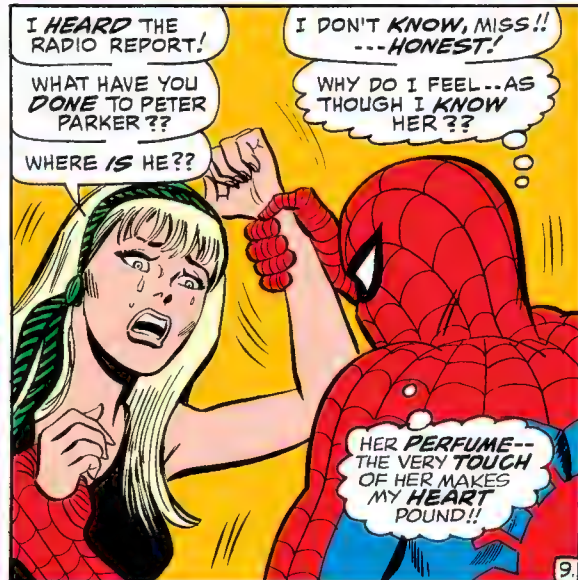
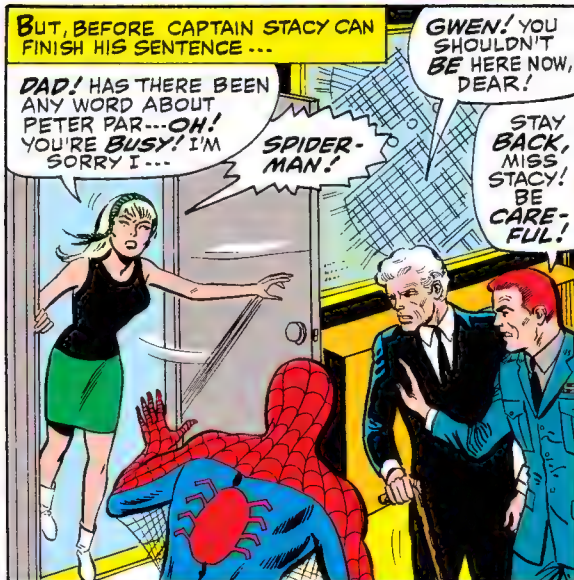
MUST BE SOMEONE I'VE KNOWN--!

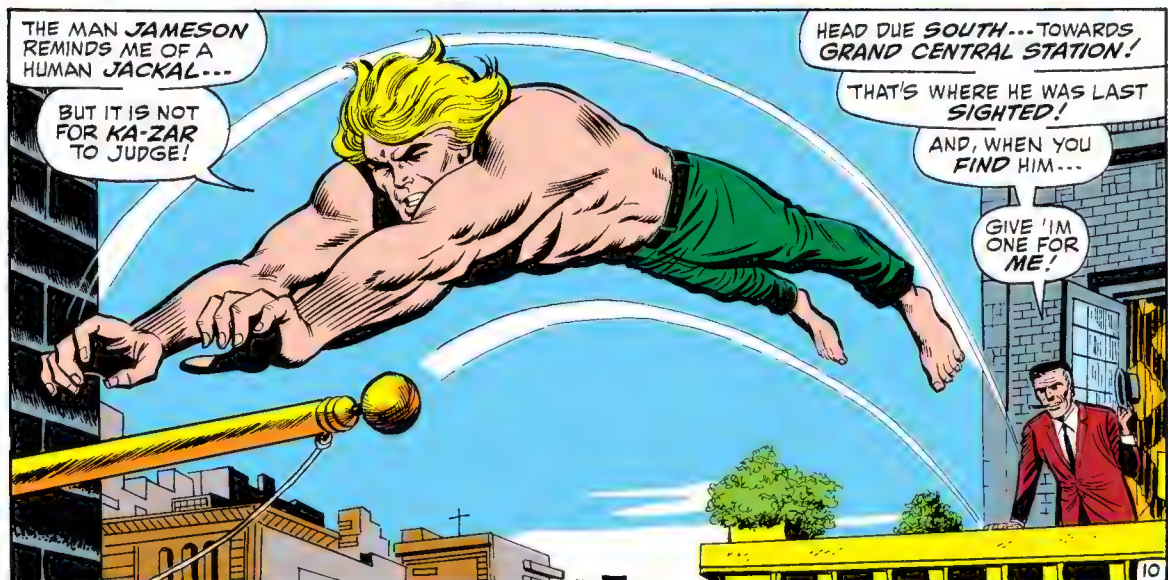
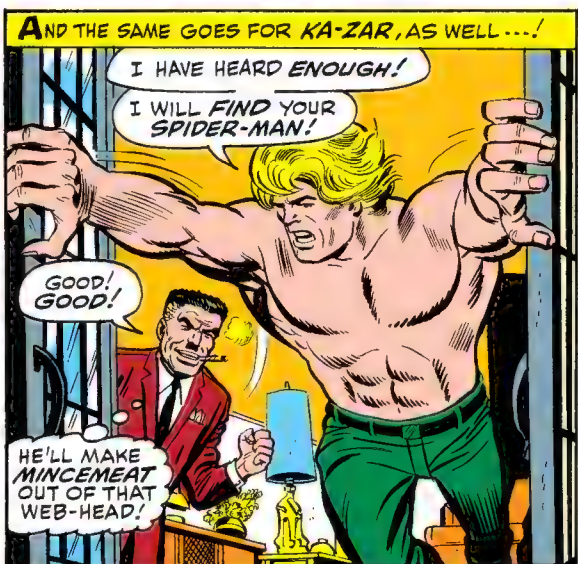
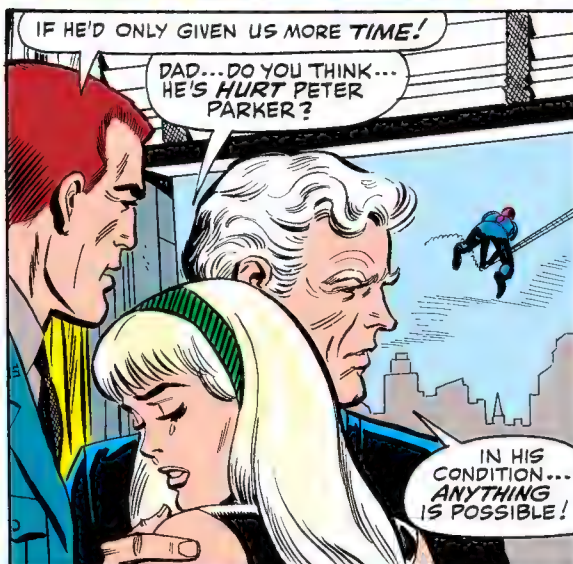
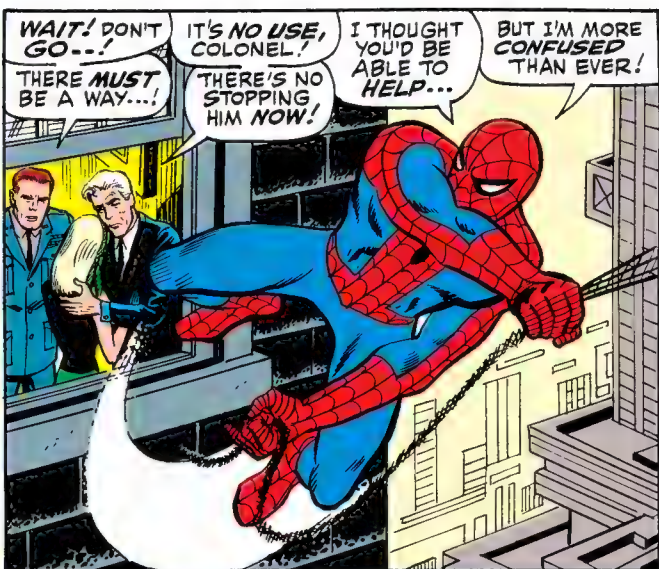
BUT... WHO??

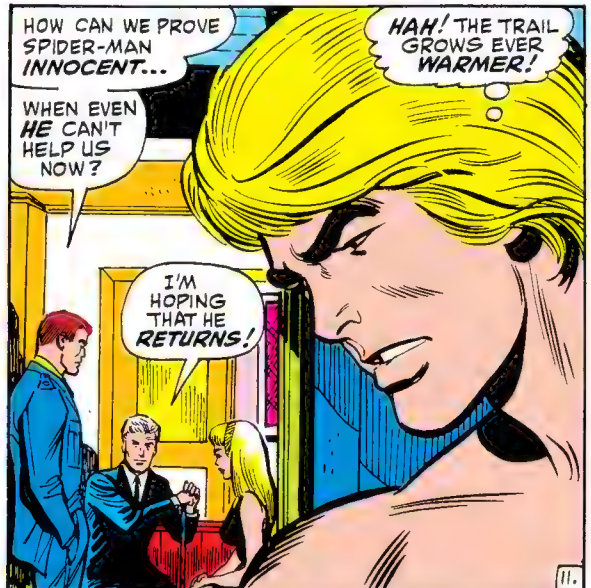
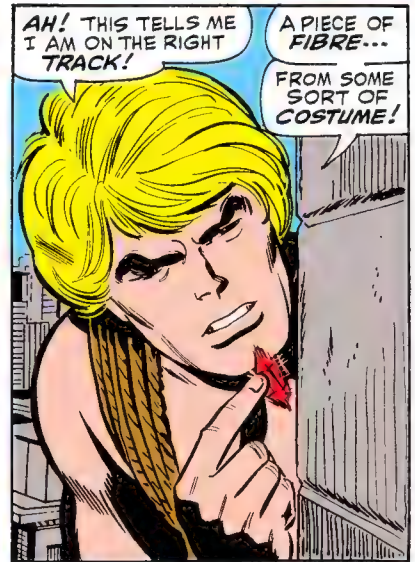
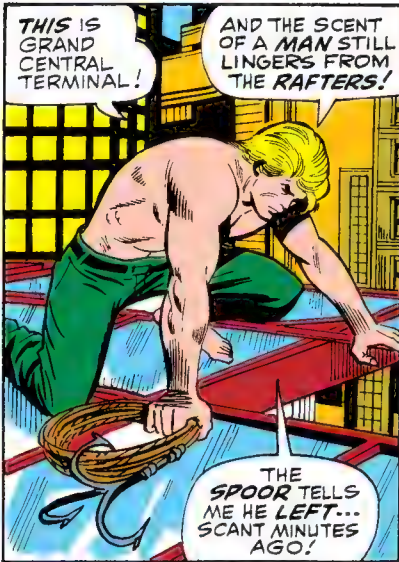
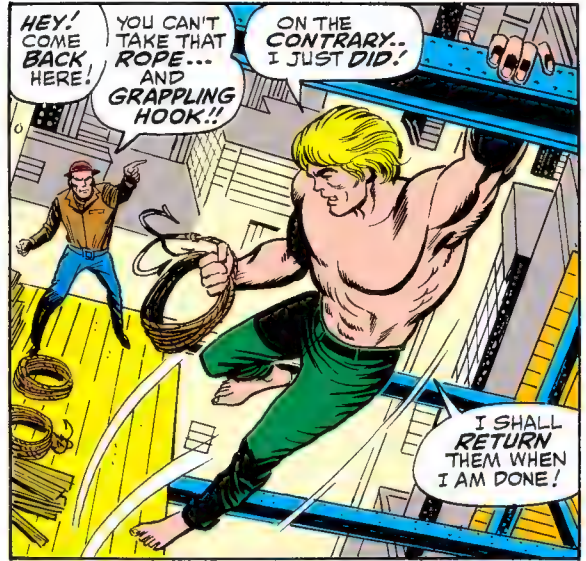
HER CONDITION IS 90% EMOTIONAL!

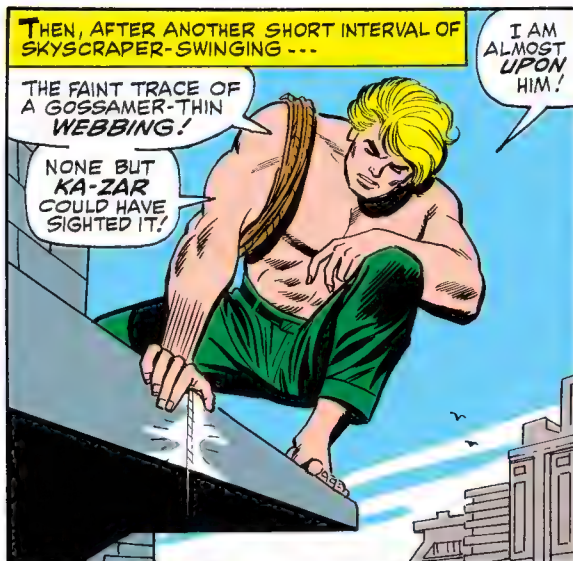
HER BEST MEDICINE WOULD BE KNOWING THAT HER NEPHEW IS SAFE AND WELL!

--PETER--

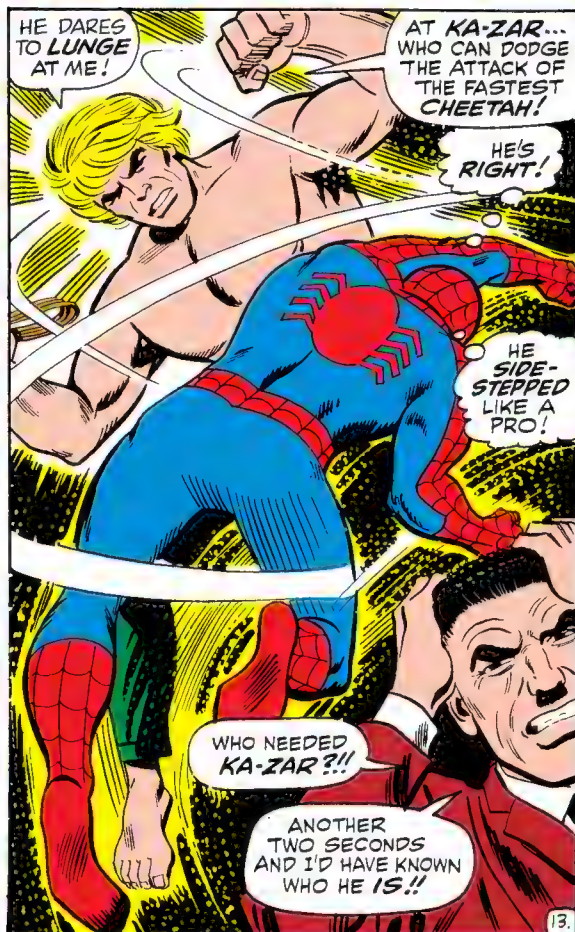
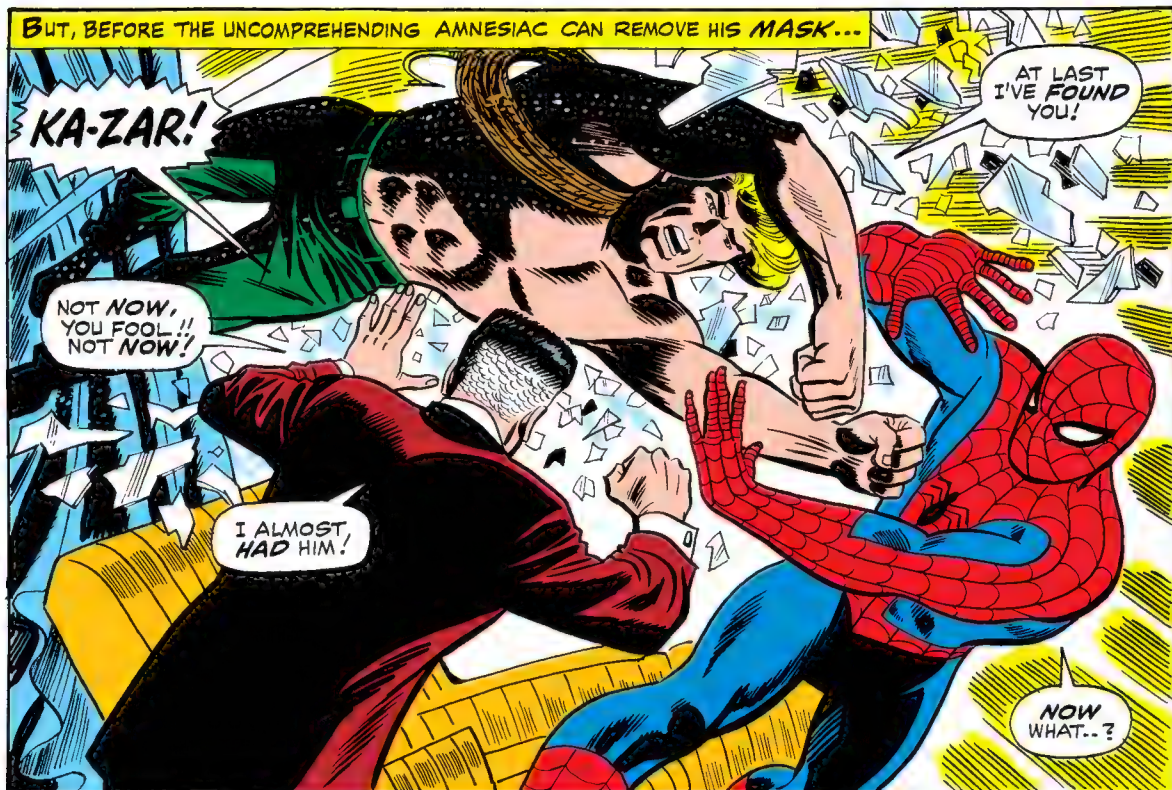


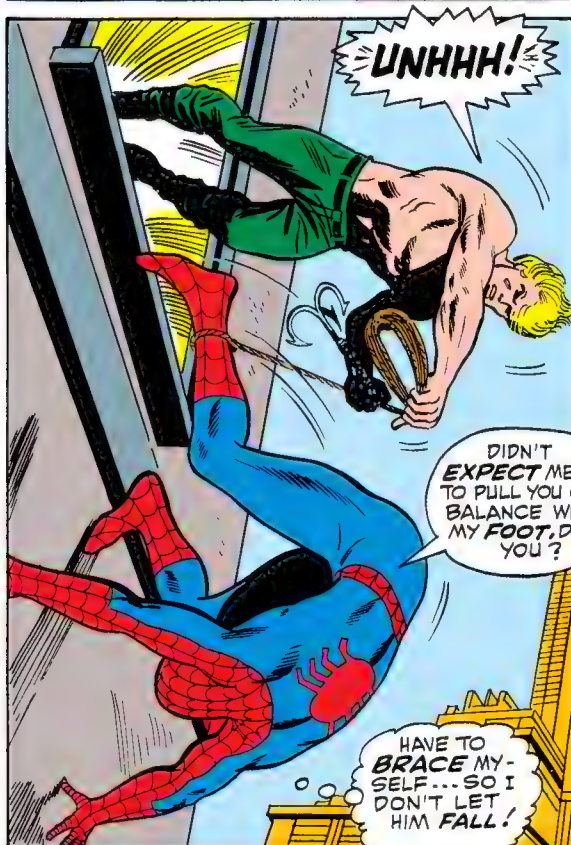
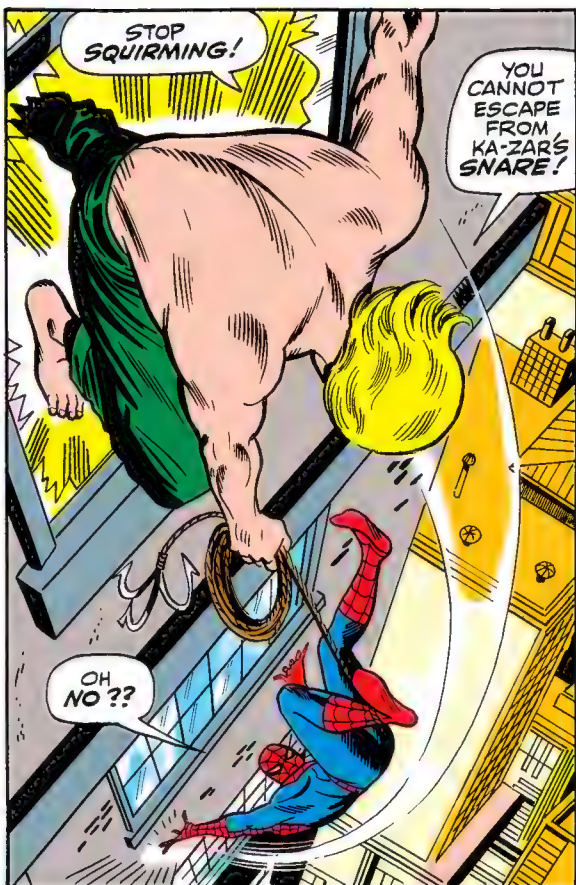






BUT, BEFORE THE UNCOMPREHENDING AMNESIAC CAN REMOVE HIS MASK...





I **REGRET** THAT YOU ARE STEEPED IN THE WAYS OF **VILLAINY!**

ONE SUCH AS **YOU** MIGHT HAVE MADE A FITTING FRIEND FOR **KA-ZAR!**

==WHEN!==
RIGHT NOW IT LOOKS LIKE I CAN **USE** ALL THE FRIENDS I CAN **GET!**

BUT HOW DO YOU GET **FRIENDLY** WITH A FREE-SWINGING CLOWN WHOSE **BODY-SCISSORS** GRIP FEELS LIKE A **STEEL VISE?!!**

SURRENDER, MASKED MAN!

SURRENDER, OR I CONTINUE THE PRESSURE TILL YOU **BLACK OUT!**

'ZAT SO?

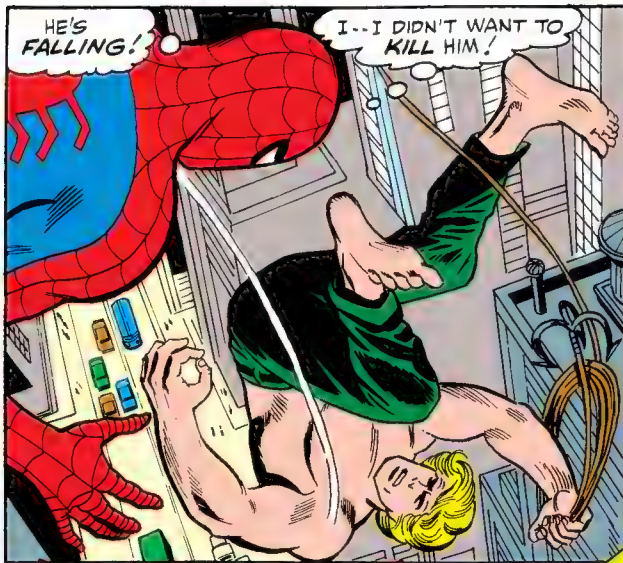
==UHHHH!==

WOPI!

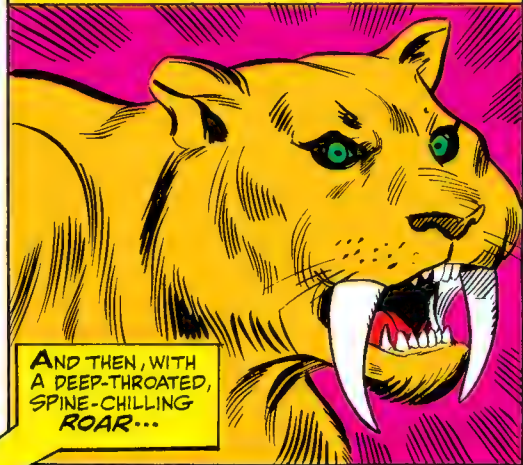
I HATE TO BE A **SPOIL-SPORT...**

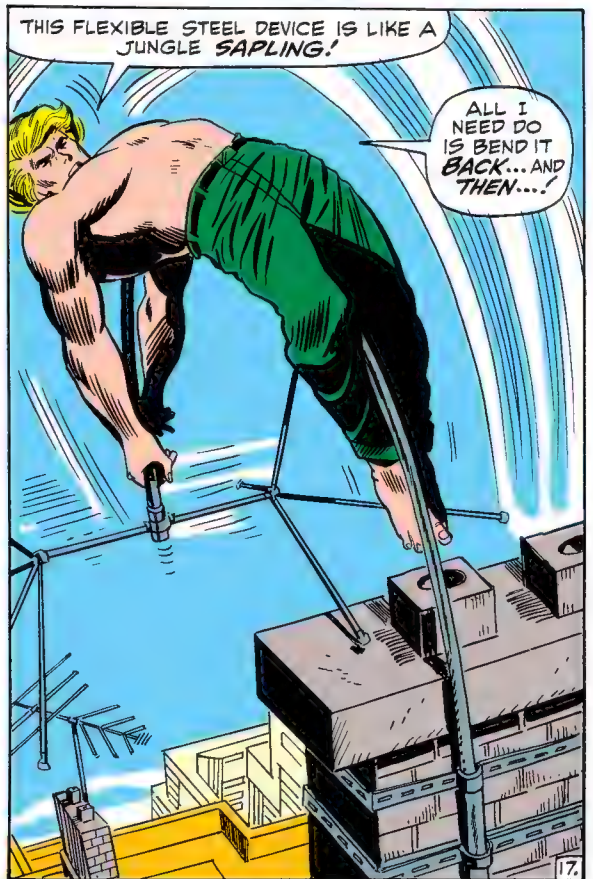
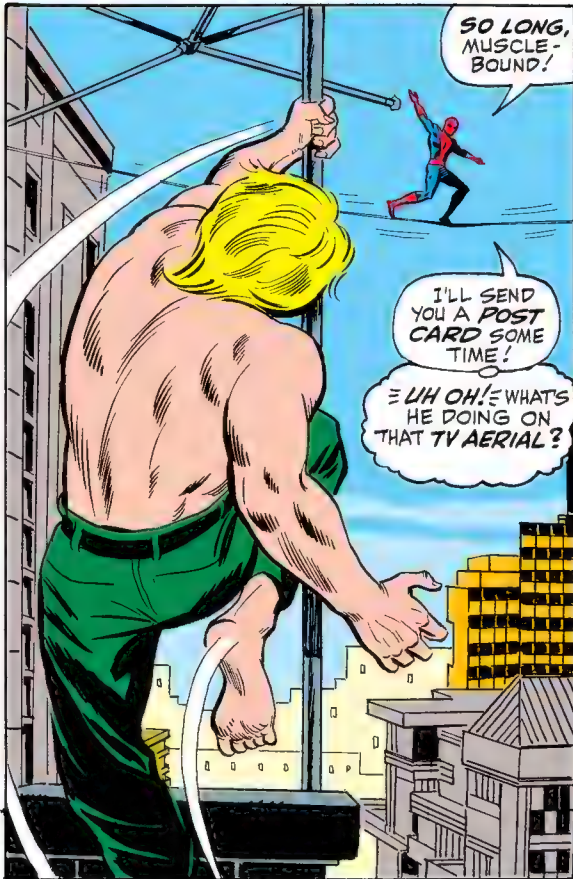
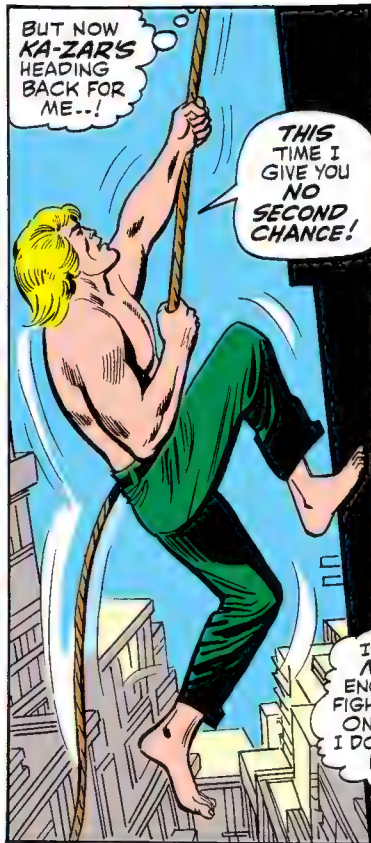
BUT I'VE ALREADY HAD MY **NAP!**

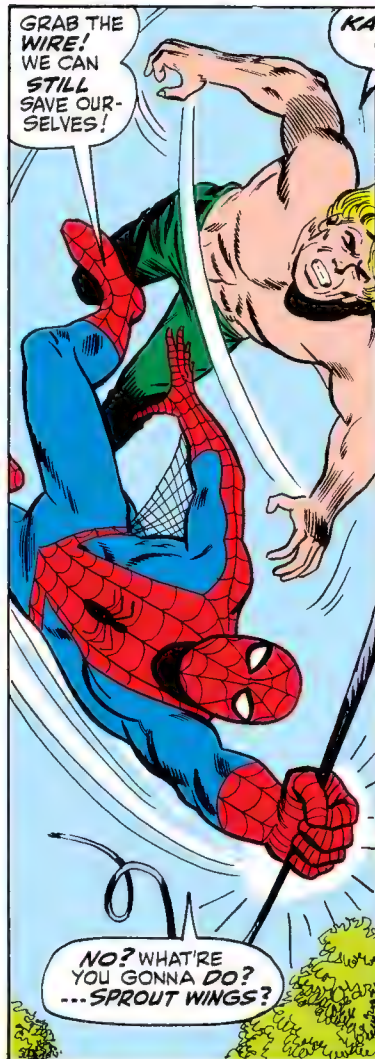
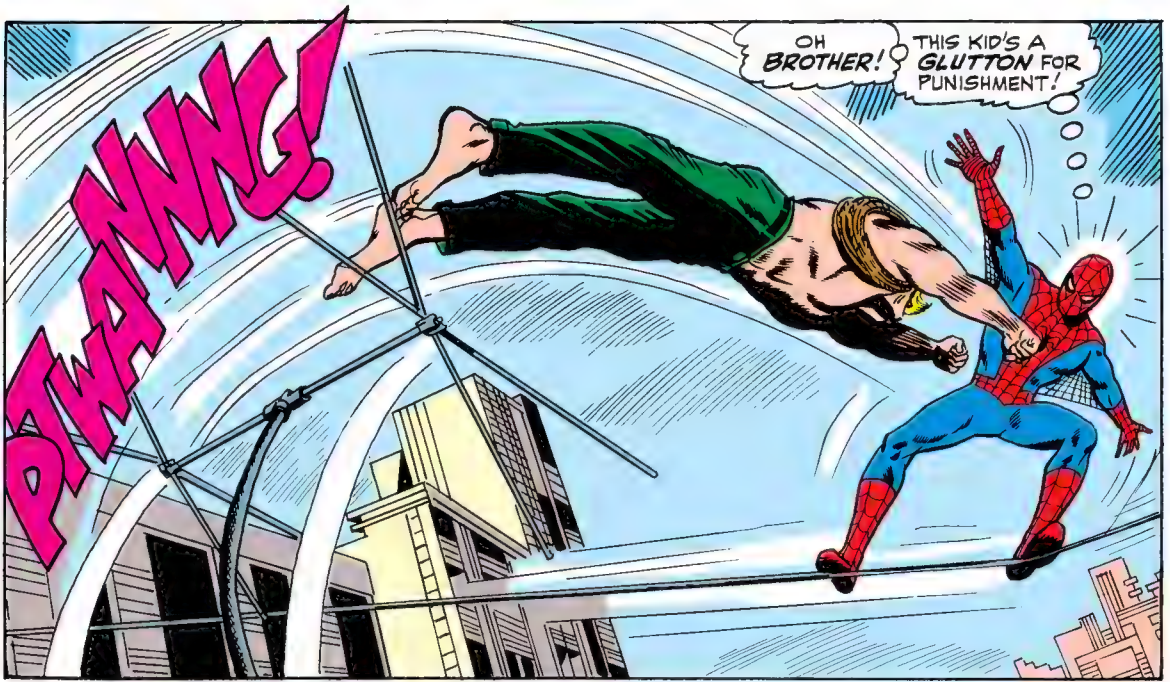
AND I'M NOT ABOUT TO TAKE **ANOTHER ONE!**

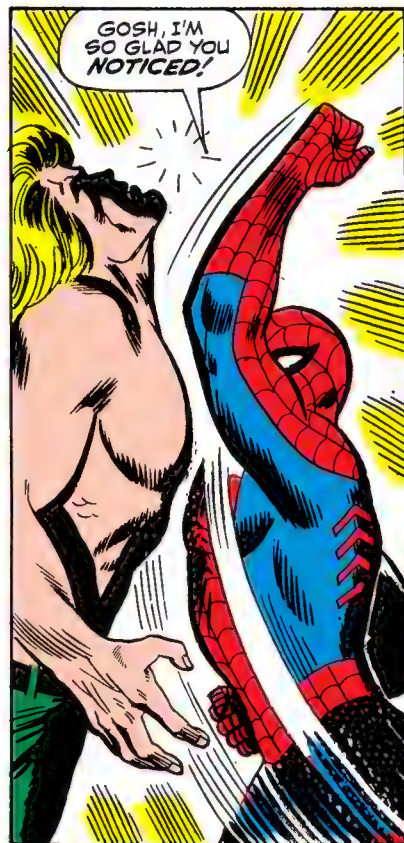
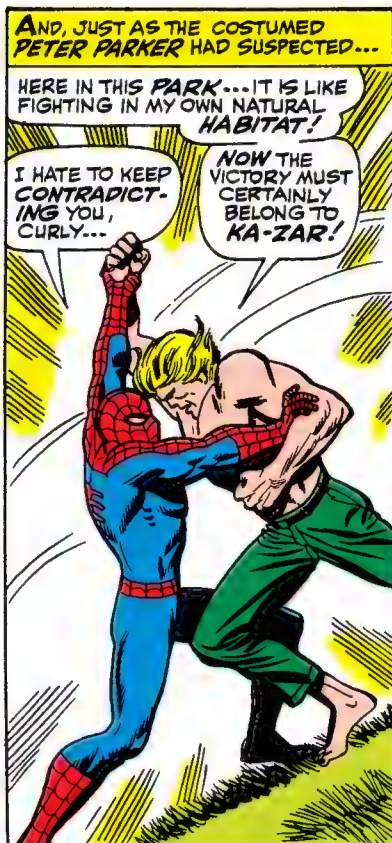


AT THAT SELF-SAME SPLIT-SECOND, WITHIN A TIGHTLY-LOCKED HOTEL ROOM, A GIANT SABER-TOOTH SENSES THE GRAVE DANGER WHICH CONFRONTS HIS JUNGLE-BRED MASTER...









SECONDS LATER, AFTER THE VIOLENTLY CHURNING WATERS HAVE FINALLY SUBSIDED, **ONE** SNARLING FIGURE SLOWLY EMERGES... STEALTHILY TREADING ON FOUR HUGE, SILENT **CATS' PAWS**...

ZABU! YOU SOUGHT TO PROTECT YOUR MASTER!

BUT, WHAT OF THE ONE CALLED **SPIDER-MAN**?



NEVER HAVE I FACED SO POWERFUL...SO AGILE A FOE!

ALTHOUGH YOU COULD NOT HAVE KNOWN, I DID NOT DESIRE YOUR AID!

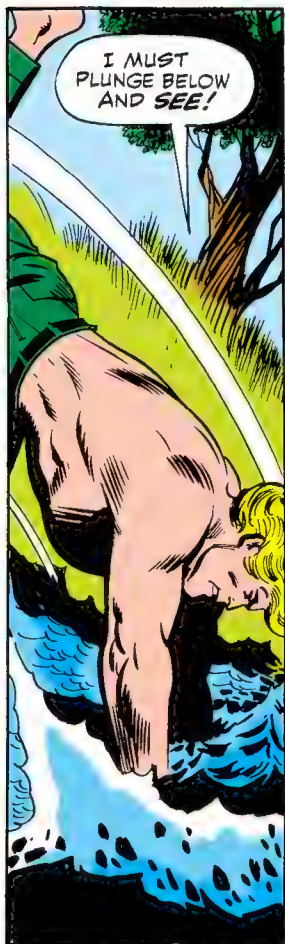
THE VICTORY SHOULD HAVE BEEN WON BY **KA-ZAR** ALONE!



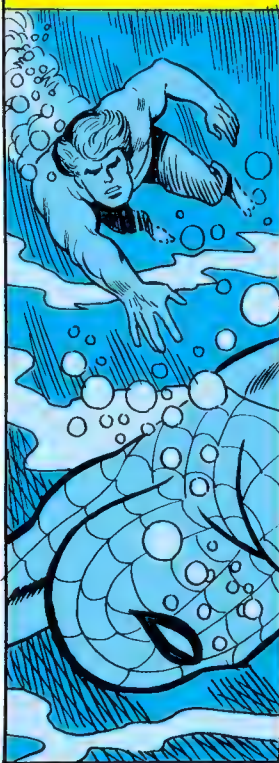
BUT, WHAT OF THE MASKED ONE?? HE DOES NOT APPEAR!

CAN IT BE A TRAP...OR..?

I MUST PLUNGE BELOW AND SEE!



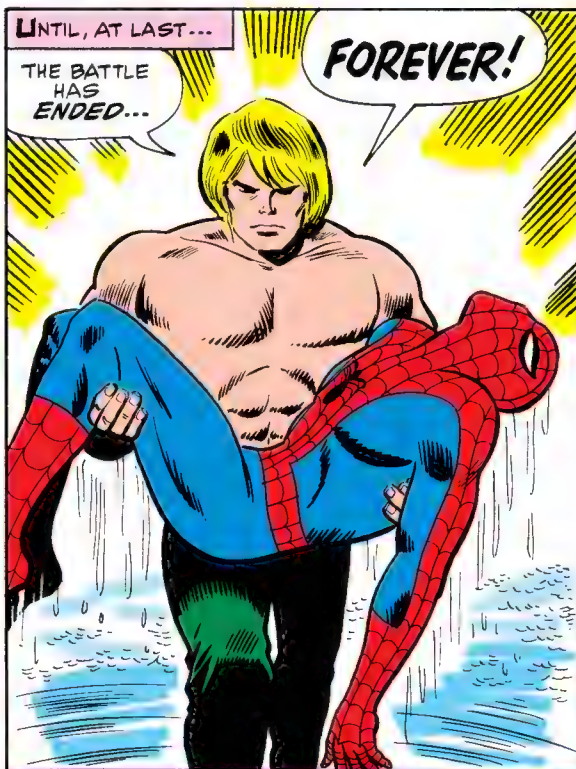
SWIFTLY, WITH POWERFUL, SEEMINGLY-TIRELESS STROKES, THE JUNGLE LORD PROBES THE MURKY WATERS OF THE LONELY LAKE... AS HIS MIGHTY LUNGS FILL NEARLY TO THE BREAKING POINT...



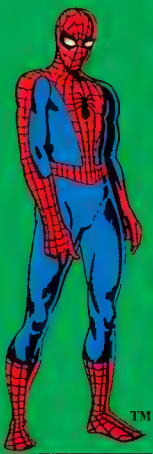
UNTIL, AT LAST...

THE BATTLE HAS ENDED...

FOREVER!



YOU MUST BE HERE NEXT ISSUE!



the AMAZING SPIDER-MAN™

APPROVED
BY THE
COMICS
CODE
AUTHORITY

MARVEL
COMICS
GROUP
12¢ 58
IND. MAR

MCG

TO
KILL
A
SPIDER-MAN!

WOW!
LOOK WHO'S
BACK!

THE AMAZING SPIDER-MAN!

TO KILL A SPIDER-MAN!

ANYONE ELSE MIGHT HAVE THOUGHT SPIDEY WAS DEAD WHEN KA-ZAR FISHED HIM OUT OF THE LAKE LAST ISH---AND SO DID THE SAVAGE NOBLE-MAN---UNTIL HIS JUNGLE-BRED INSTINCTS REVEALED...

THE MASKED MAN STILL LIVES!

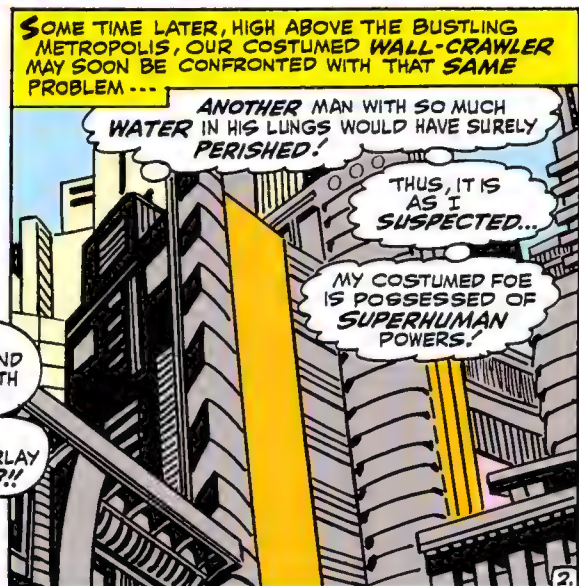
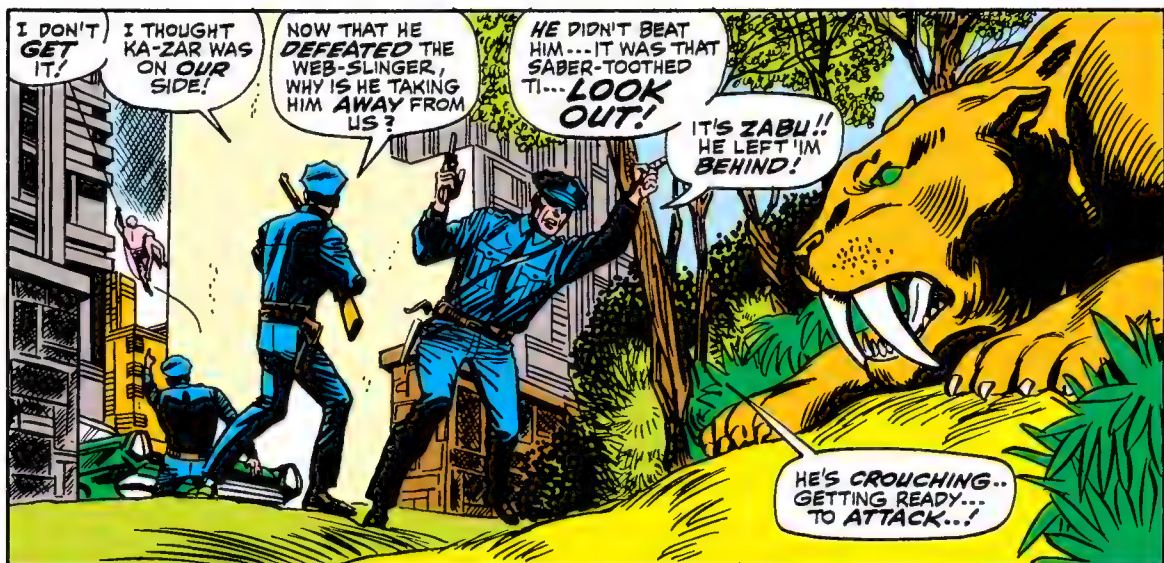
NOW THAT HE IS VANQUISHED...

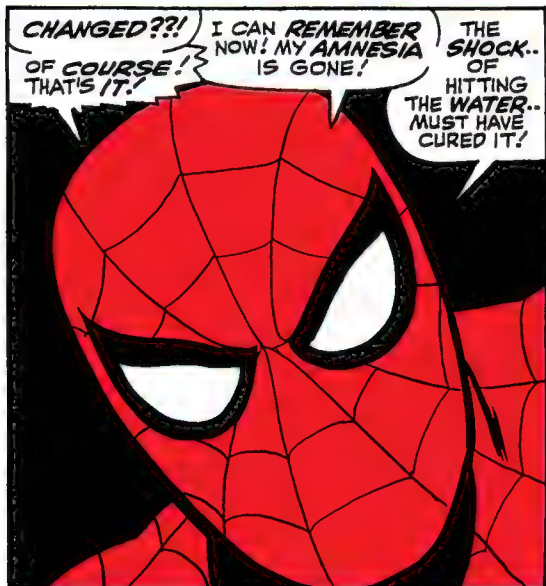
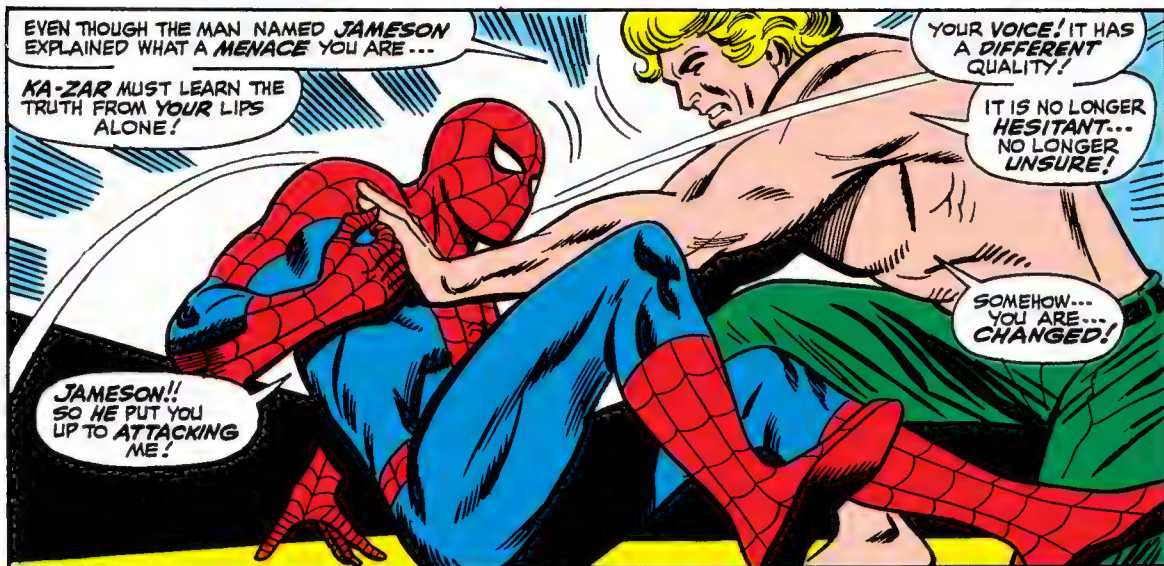
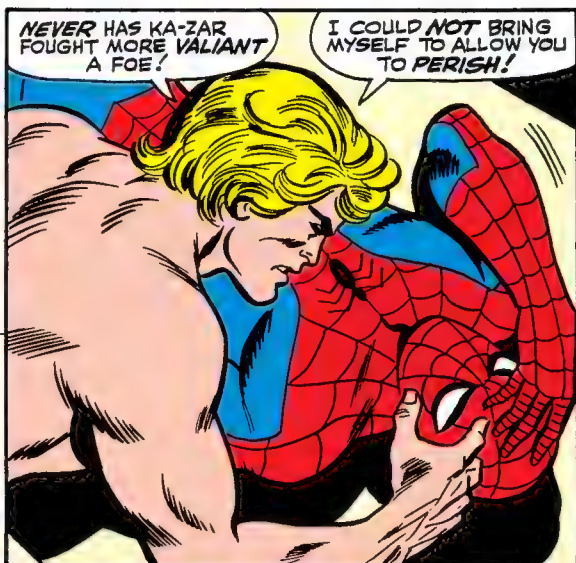
I MUST TAKE HIM TO A PLACE OF SAFETY AND LEARN THE TRUTH ABOUT HIM!

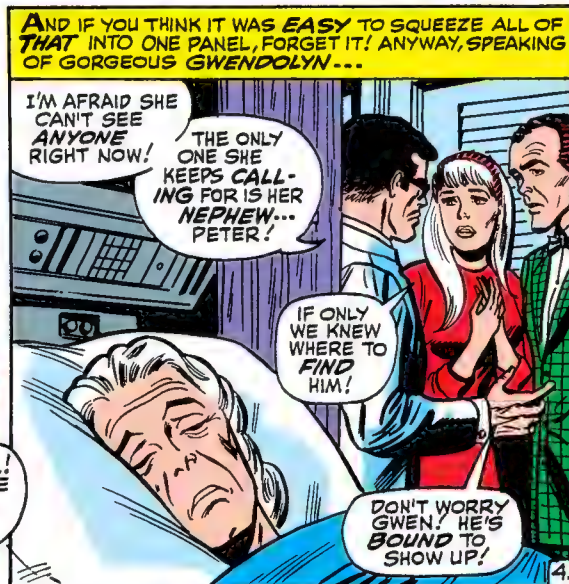
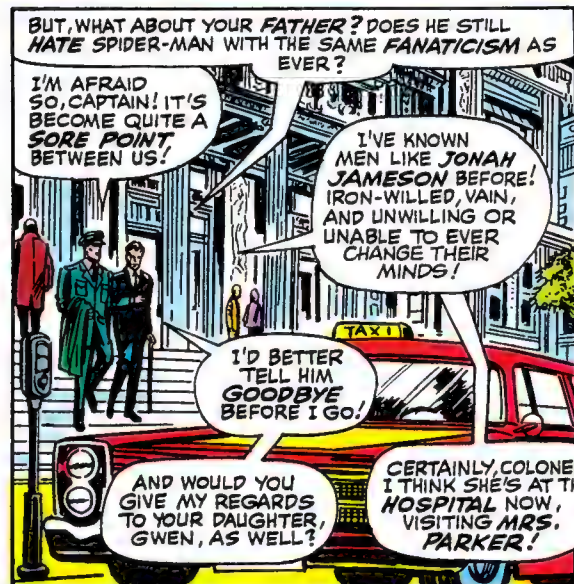
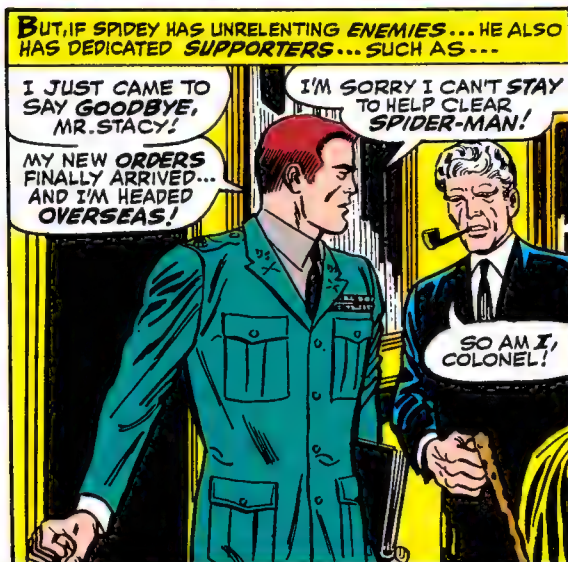
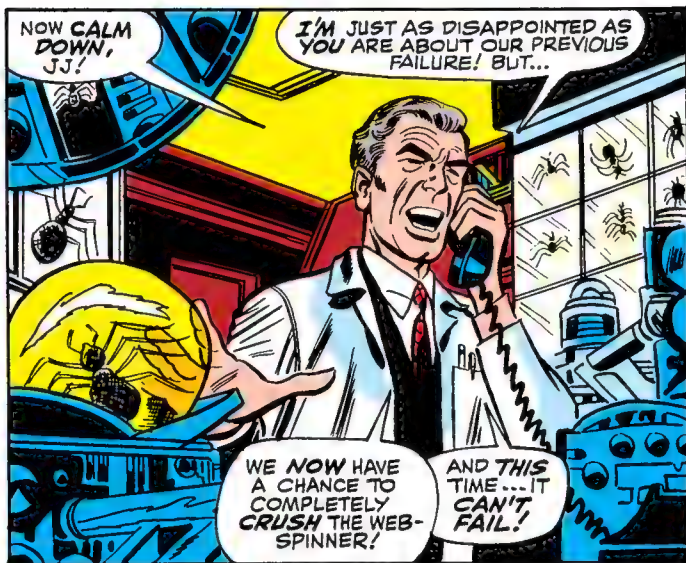
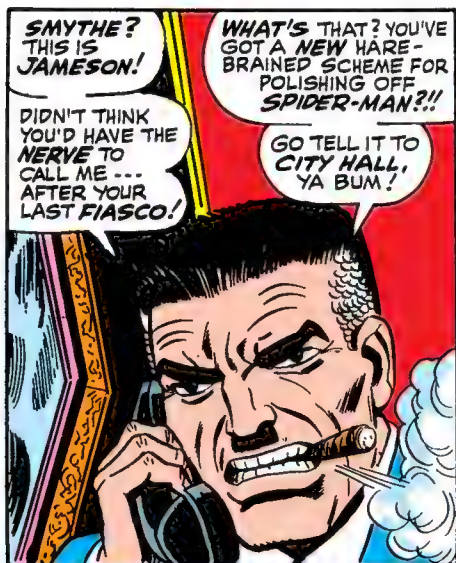
Wow! TRY TO BEAT THIS COMBO IF YOU CAN...

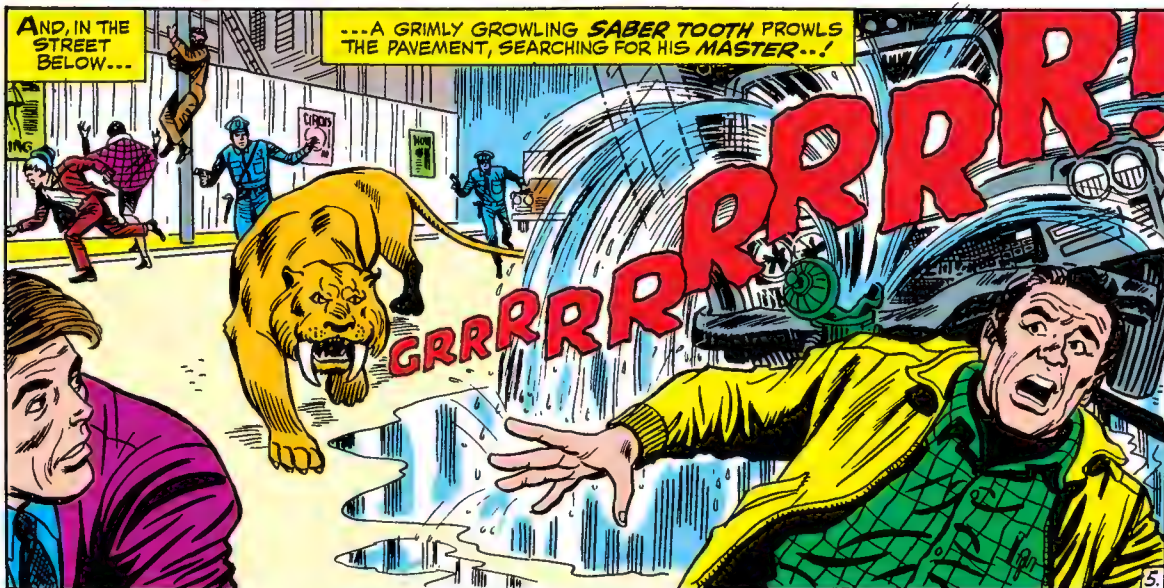
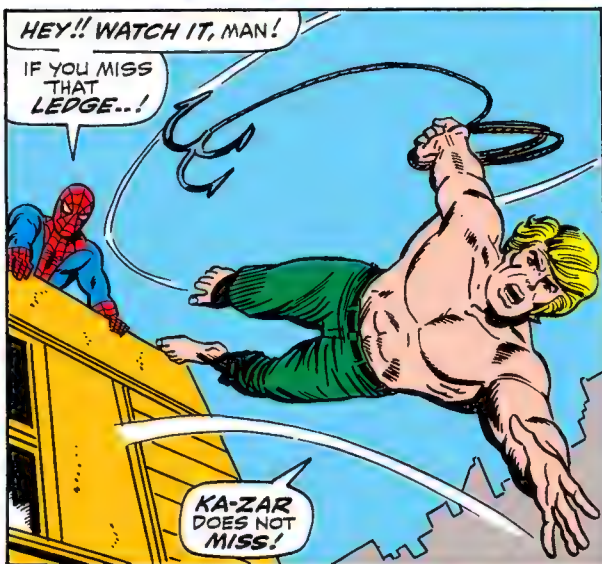
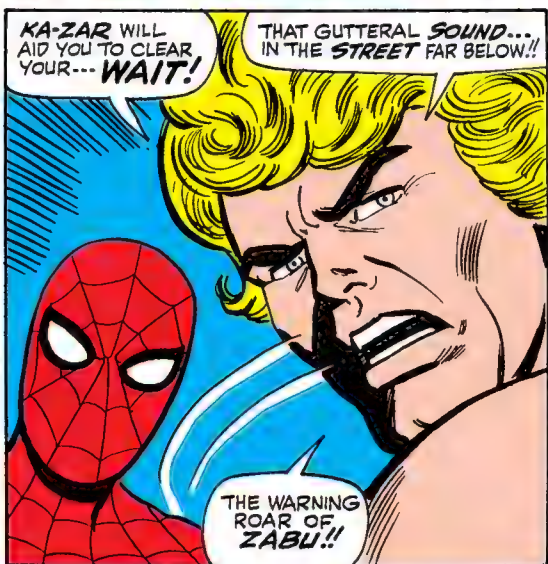
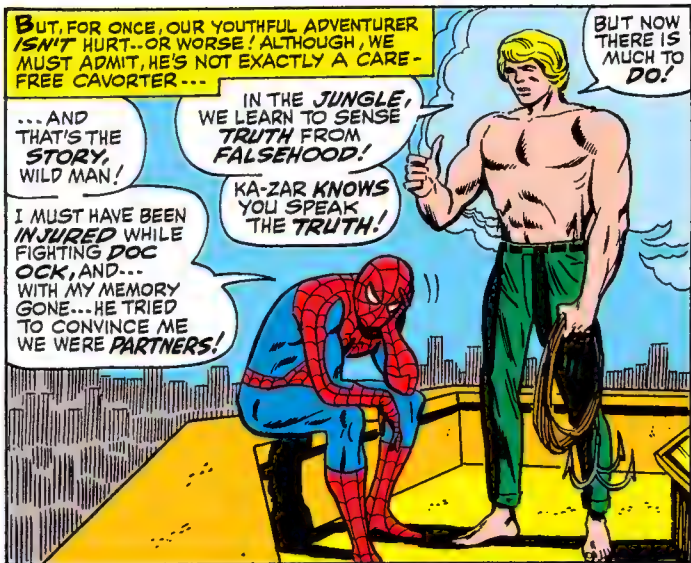
SPECTACULAR SCRIPT: **SMILIN' STAN LEE**
BRILLIANT BREAKDOWN: **JAZZY JOHNNY ROMITA**
FABULOUS FINALIZING: **DASHIN' DONNY HECK**
EXOTIC EMBELLISHMENT: **MIGHTY MICKEY DEMEO**
LUSCIOUS LETTERING: **SWINGIN' SAMMY ROSEN**

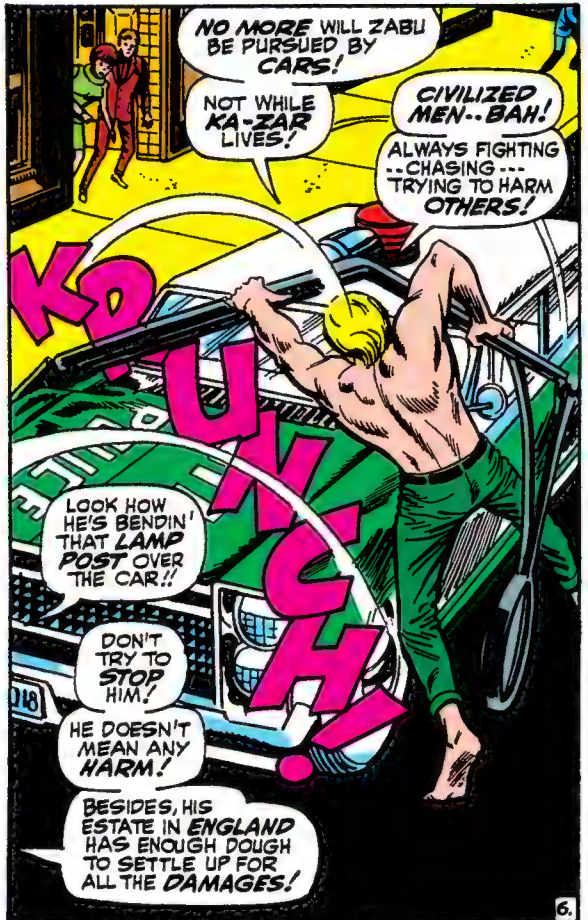
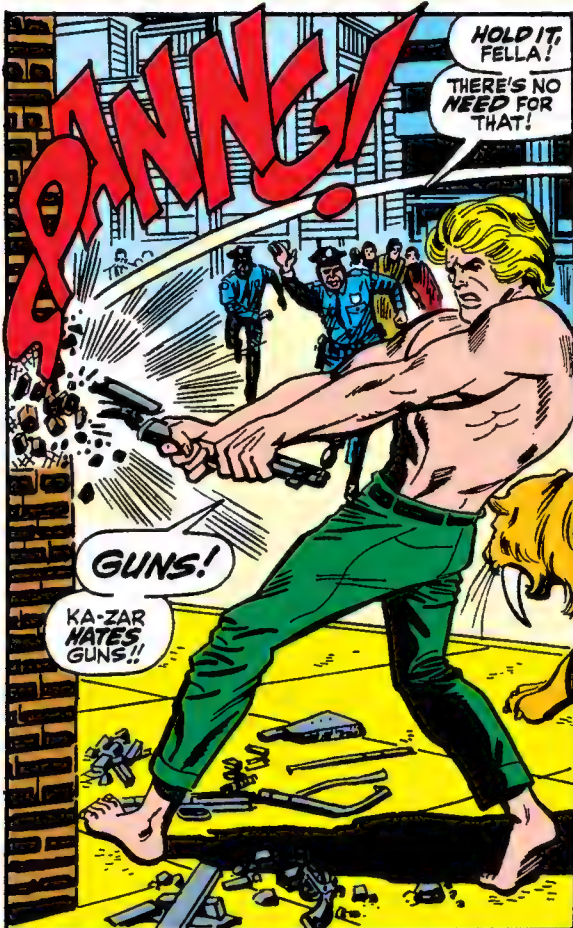
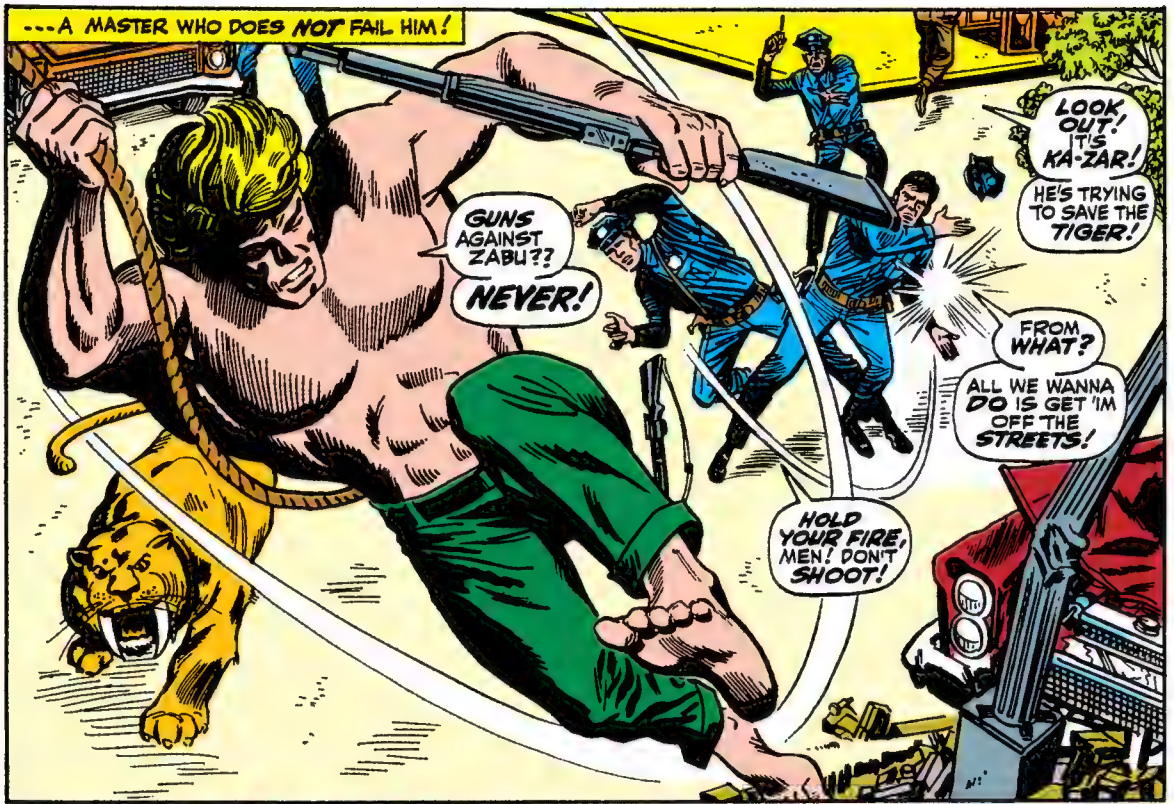
AND, IN THE IMMORTAL WORDS OF IRVING FORBUSH...
WHEW!

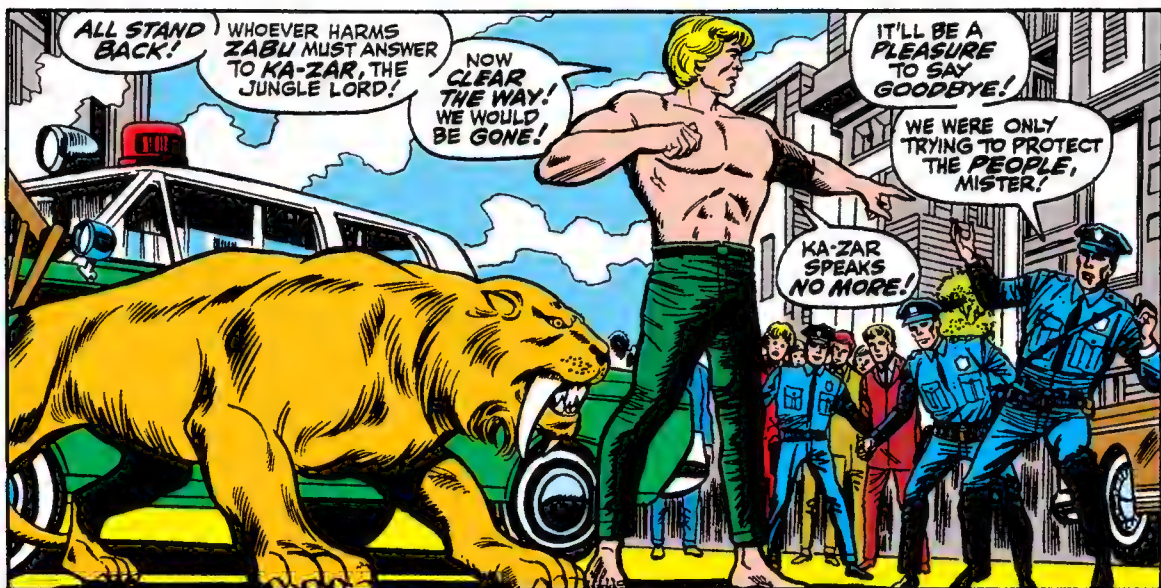












ALL STAND BACK!

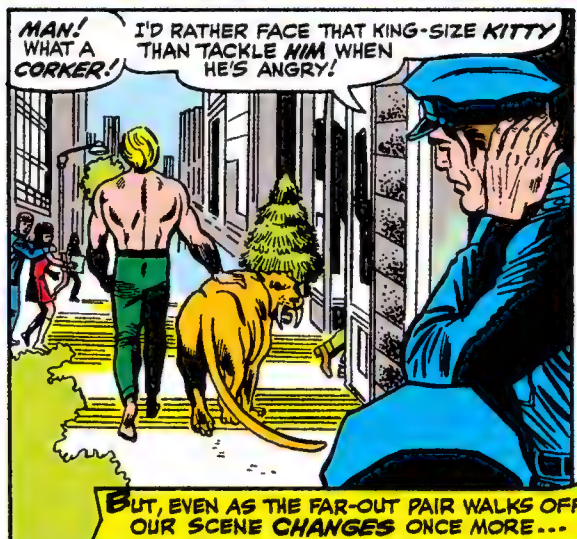
WHOEVER HARMS ZABU MUST ANSWER TO KA-ZAR, THE JUNGLE LORD!

NOW CLEAR THE WAY! WE WOULD BE GONE!

IT'LL BE A PLEASURE TO SAY GOODBYE!

WE WERE ONLY TRYING TO PROTECT THE PEOPLE, MISTER!

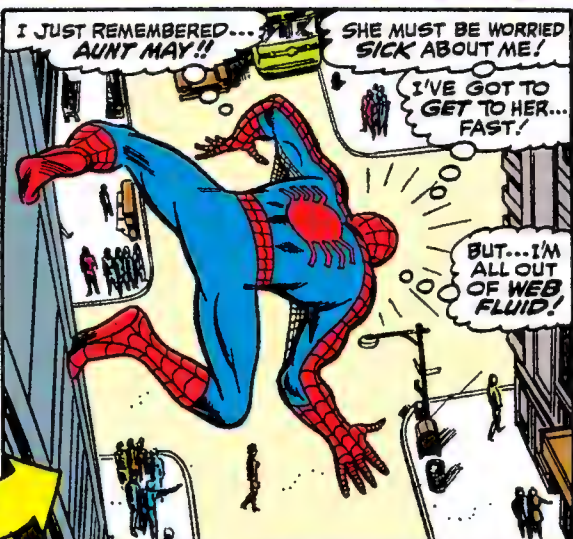
KA-ZAR SPEAKS NO MORE!



MAN! WHAT A CORKER!

I'D RATHER FACE THAT KING-SIZE KITTY THAN TACKLE HIM WHEN HE'S ANGRY!

BUT, EVEN AS THE FAR-OUT PAIR WALKS OFF OUR SCENE CHANGES ONCE MORE...



I JUST REMEMBERED... AUNT MAY!!

SHE MUST BE WORRIED SICK ABOUT ME!

I'VE GOT TO GET TO HER... FAST!

BUT...I'M ALL OUT OF WEB FLUID!

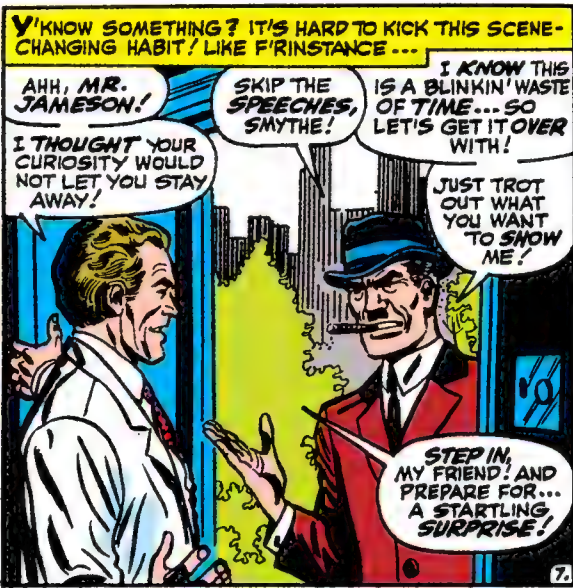


CAN'T SWING ACROSS TOWN WITHOUT IT!

I'LL HAVE TO TRAVEL BY WALL-CRAWLING!

FIRST, BACK TO THE APARTMENT... FOR MY CLOTHES!

EASY, SPIDEY! YOU'RE STILL KIND'A WOOLLY!!



Y'KNOW SOMETHING? IT'S HARD TO KICK THIS SCENE-CHANGING HABIT! LIKE F'INSTANCE...

AHH, MR. JAMESON!

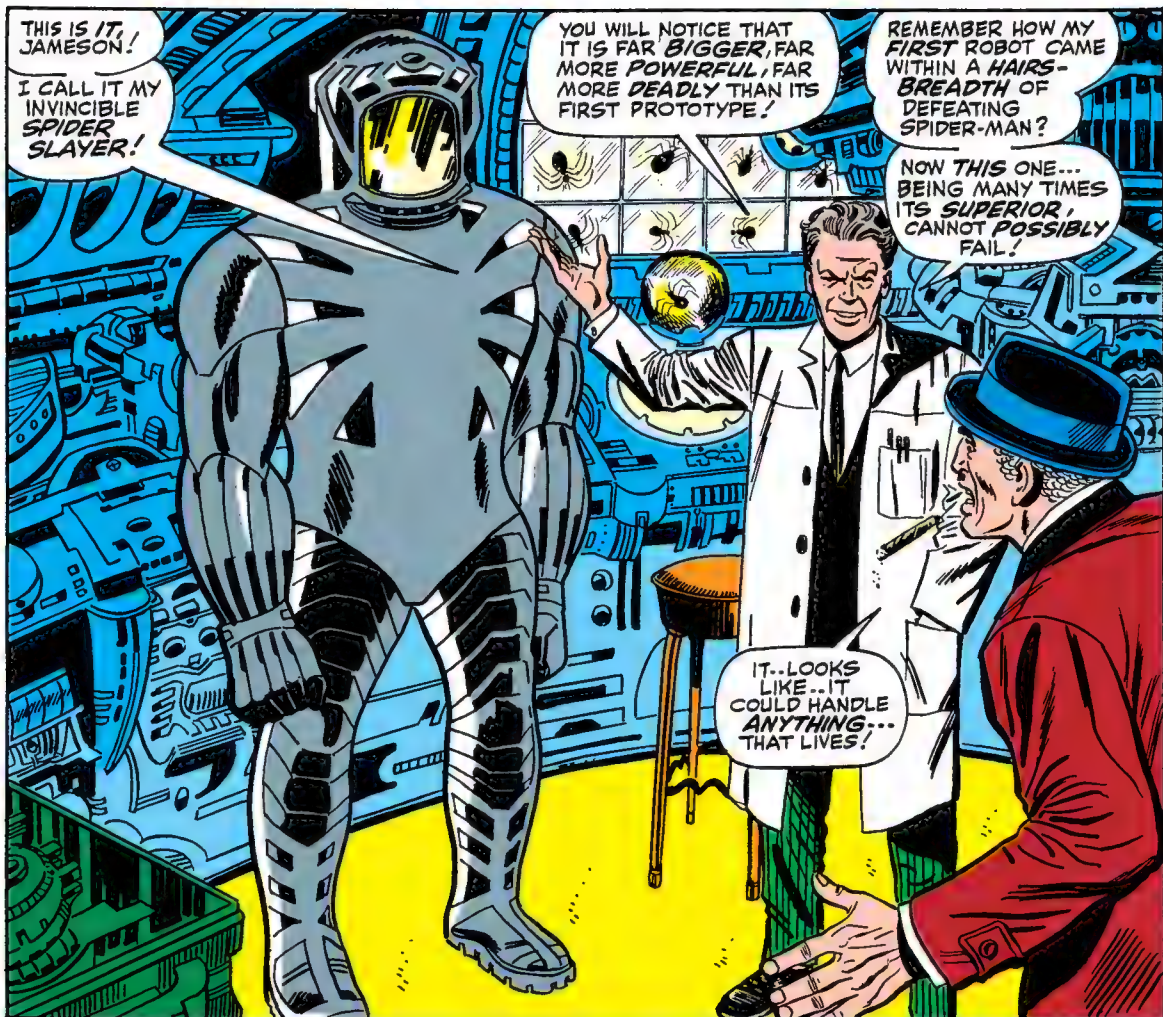
SKIP THE SPEECHES, SMYTHE!

I KNOW THIS IS A BLINKIN' WASTE OF TIME... SO LET'S GET IT OVER WITH!

I THOUGHT YOUR CURIOSITY WOULD NOT LET YOU STAY AWAY!

JUST TROT OUT WHAT YOU WANT TO SHOW ME!

STEP IN, MY FRIEND! AND PREPARE FOR... A STARTLING SURPRISE!



THIS IS IT, JAMESON!

I CALL IT MY INVINCIBLE SPIDER SLAYER!

YOU WILL NOTICE THAT IT IS FAR *BIGGER*, FAR MORE *POWERFUL*, FAR MORE *DEADLY* THAN ITS FIRST PROTOTYPE!

REMEMBER HOW MY FIRST ROBOT CAME WITHIN A *HAIR'S-BREADTH* OF DEFEATING SPIDER-MAN?

NOW *THIS* ONE... BEING MANY TIMES ITS *SUPERIOR*, CANNOT POSSIBLY FAIL!

IT...LOOKS LIKE...IT COULD HANDLE ANYTHING... THAT LIVES!

AND SO IT CAN! IT SHALL SLAY THE WEB-SLINGER WITHOUT MERCY!

NOW WAIT A MINUTE!!

NOBODY'S TALKING ABOUT MURDERING HIM!

I JUST TOOK POETIC LICENSE, MR. JAMESON!

SPIDER SLAYER SOUNDS SO MUCH MORE *DRAMATIC*!

THERE IS NO NEED FOR YOU TO WORRY!

I TRUST MY PAYMENT WILL BE THE SAME AS BEFORE?

SURE! SURE! LET'S SEE HOW THIS CONTRAPTION WORKS AGAIN...

I JUST WANT HIM CAPTURED, SEE?

I WANT HIM BEHIND BARS... LIKE FOREVER!

IT'S PERFECT! I CAN SEE EVERYTHING THROUGH THE ROBOT'S FACE SCREEN!

AND NOW... LET ME SHOW YOU WHY OUR SUCCESS IS ASSURED THIS TIME...!

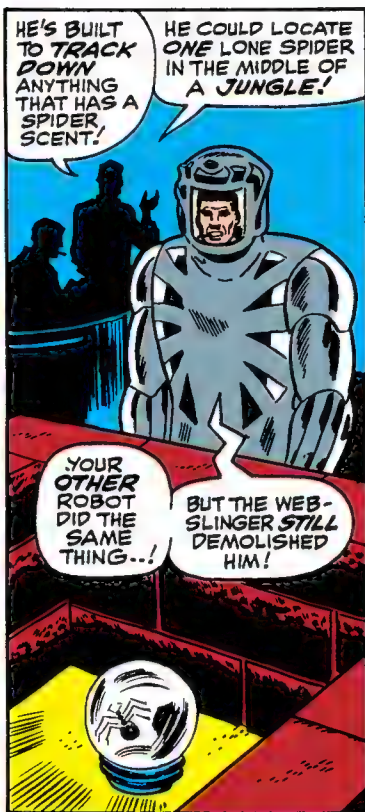


SEE HOW MUCH MORE **SOPHISTICATED** THESE CONTROLS ARE?

HE'S TWICE AS **SENSITIVE** AS MY FIRST PROTOTYPE WAS!

SURE! SURE! BUT WHAT CAN HE DO?

I WAS **HOPING** YOU'D ASK!



HE'S BUILT TO **TRACK DOWN** ANYTHING THAT HAS A **SPIDER SCENT**!

HE COULD LOCATE **ONE LONE SPIDER** IN THE MIDDLE OF A **JUNGLE**!

YOUR **OTHER** ROBOT DID THE SAME THING...!

BUT THE **WEB-SLINGER** STILL **DEMOLISHED** HIM!



BUT THE **FIRST** ONE DIDN'T HAVE MY **SPIDER-SLAYER'S** INVINCIBLE **STRENGTH**!



SEE HOW EASILY HE SHATTERED THAT **FOOT-THICK WALL** TO REACH A TINY SPIDER!

NOW THINK WHAT HE'LL DO TO... **SPIDER-MAN**!

I'M **SOLD!** I'M **SOLD!**

HURRY...LET'S GET HIM STARTED!



BUT, **LUCKILY**, ALL **JAMESONS** ARE NOT OF **JONAH'S** ILK!

DON'T **WORK** TOO HARD, **HONEY!**

CAN'T HAVE YOU **YAWNING** AT OUR **WEDDING**!

I'LL TRY TO **STAY AWAKE** DURING THE **CEREMONY**, **DARLING!**

HATE TO INTERRUPT YOU **LOVEBIRDS**...

BUT I'D LIKE TO SEE MY **FATHER**, **MISS BRANT!**



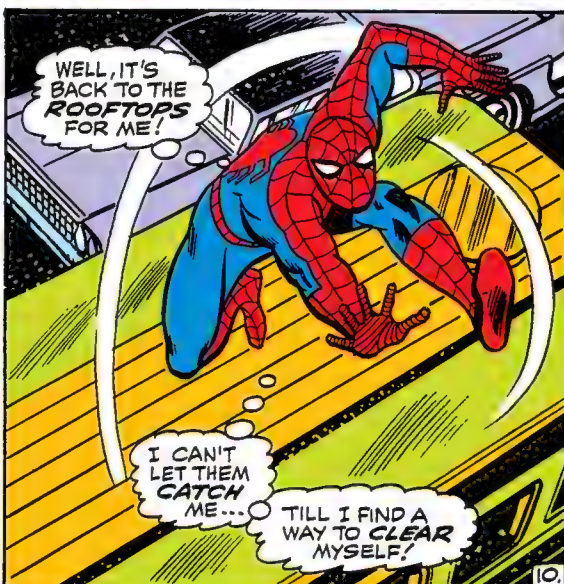
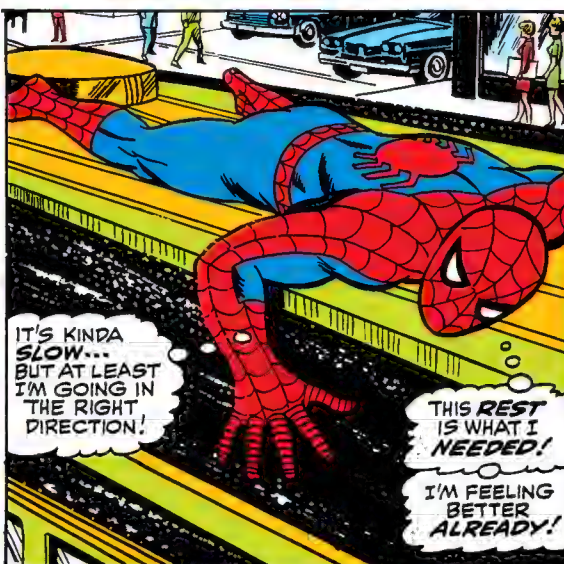
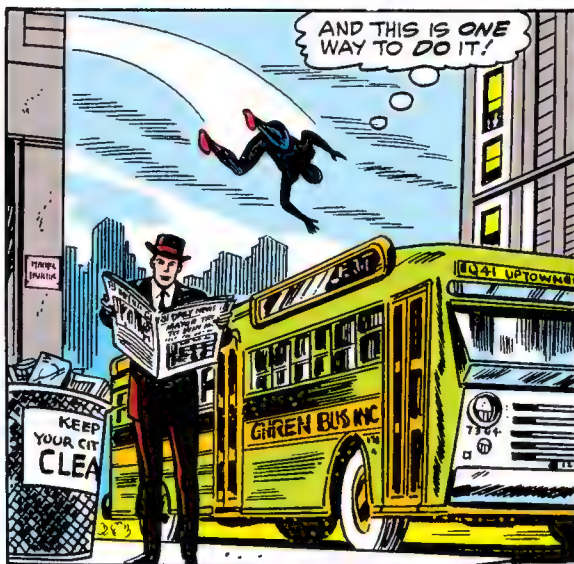
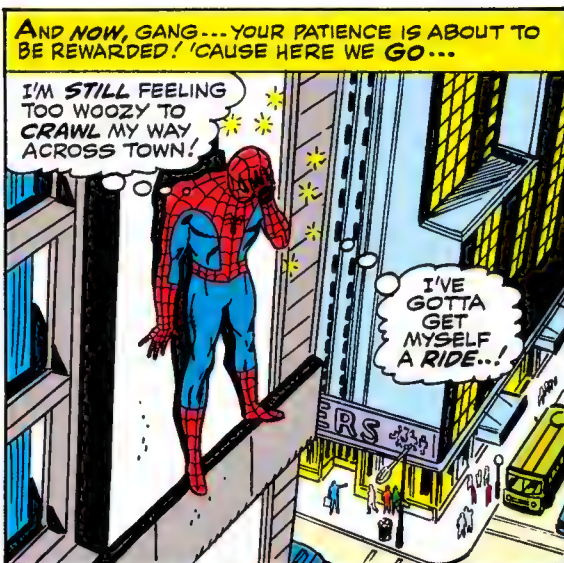
COLONEL JAMESON! SORRY, THE **CHIEF** ISN'T IN RIGHT NOW!

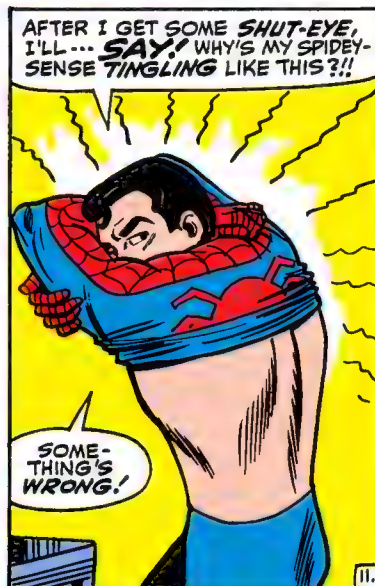
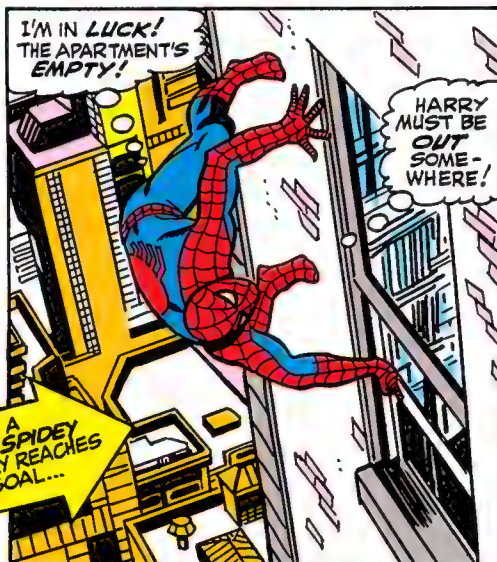
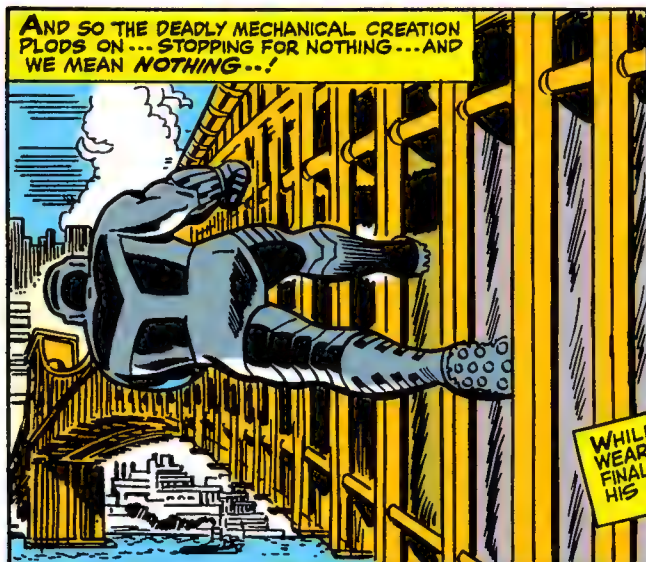
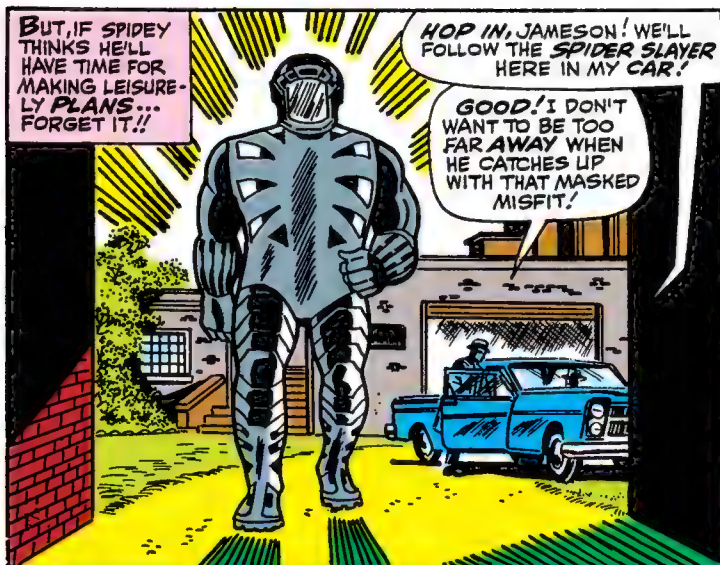
'FRAID NOT, **NED!** I JUST WANTED TO SAY **GOOD-BYE!**

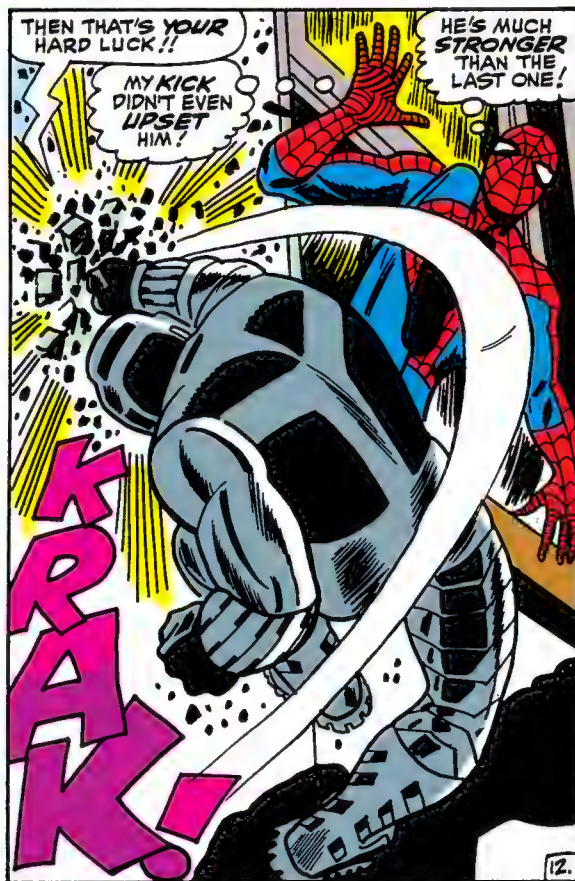
ANYTHING I CAN DO TO **HELP?**

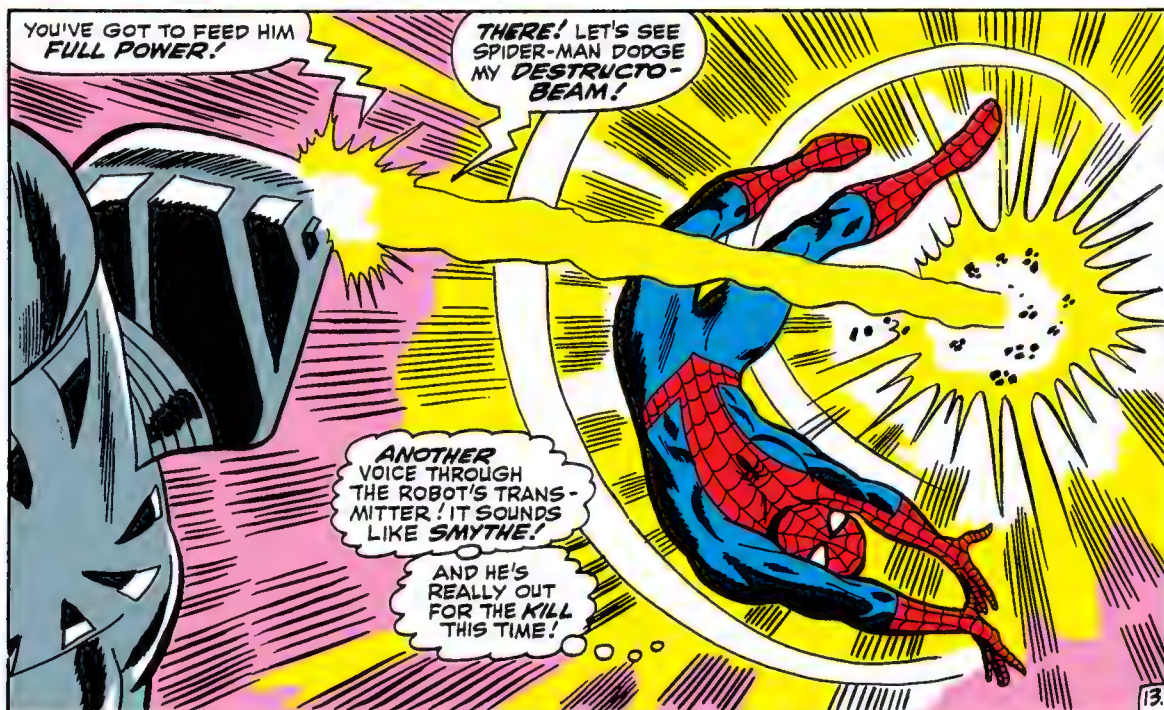
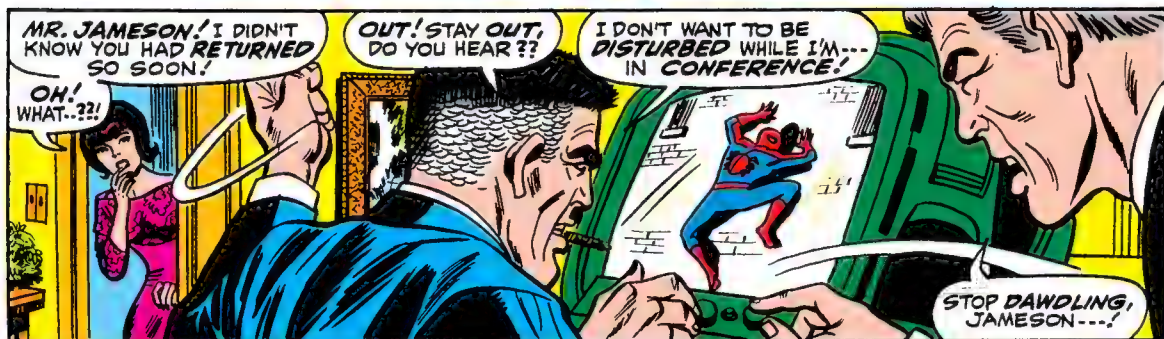
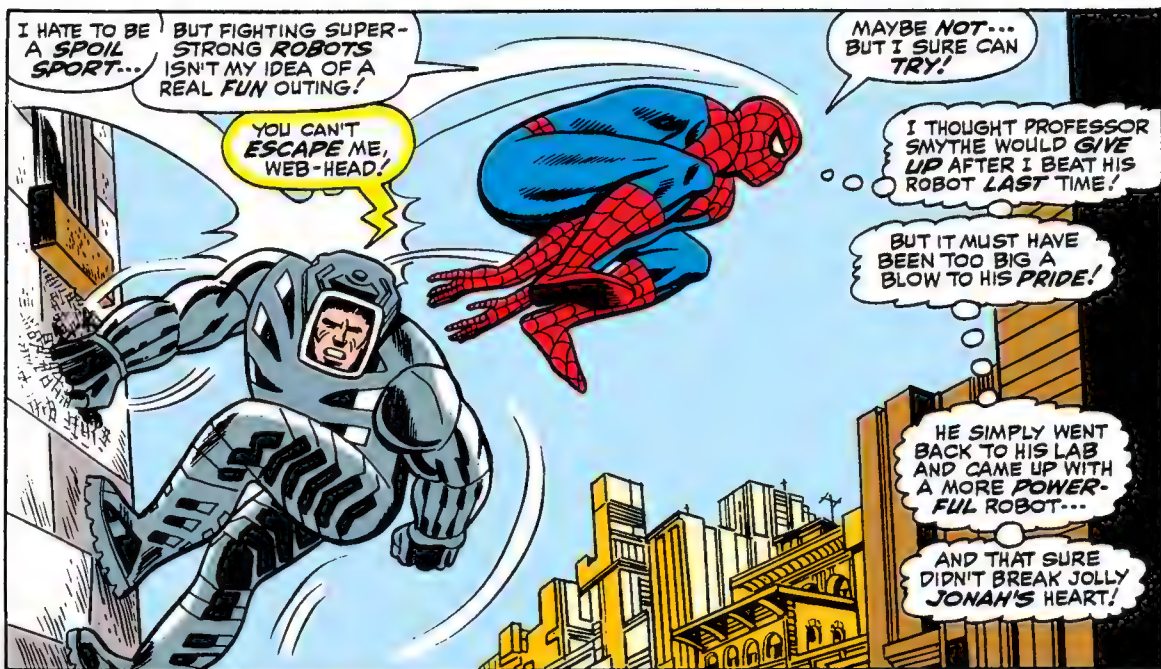
I HAVE MY **ORDERS** TO **SHIP OUT** WITHIN THE **HOUR!**

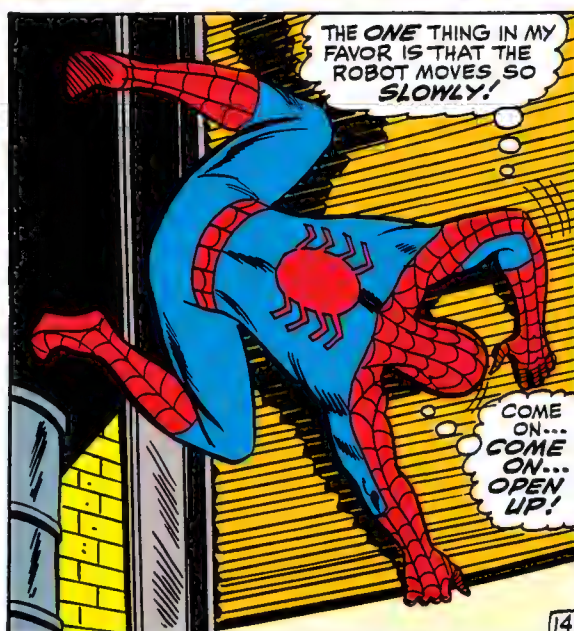
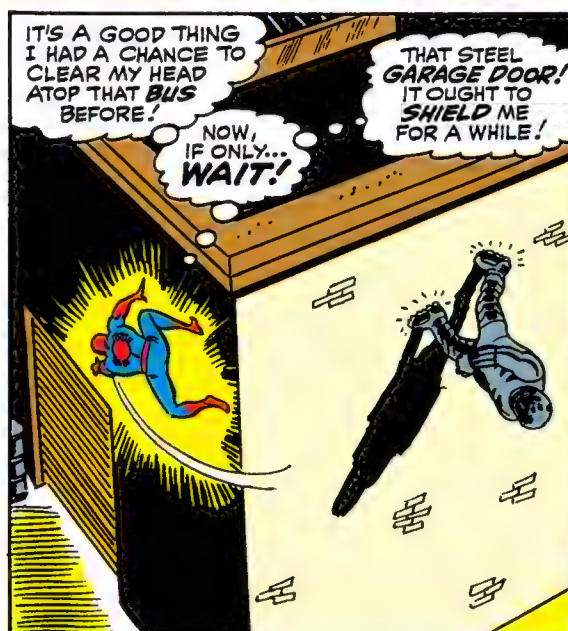
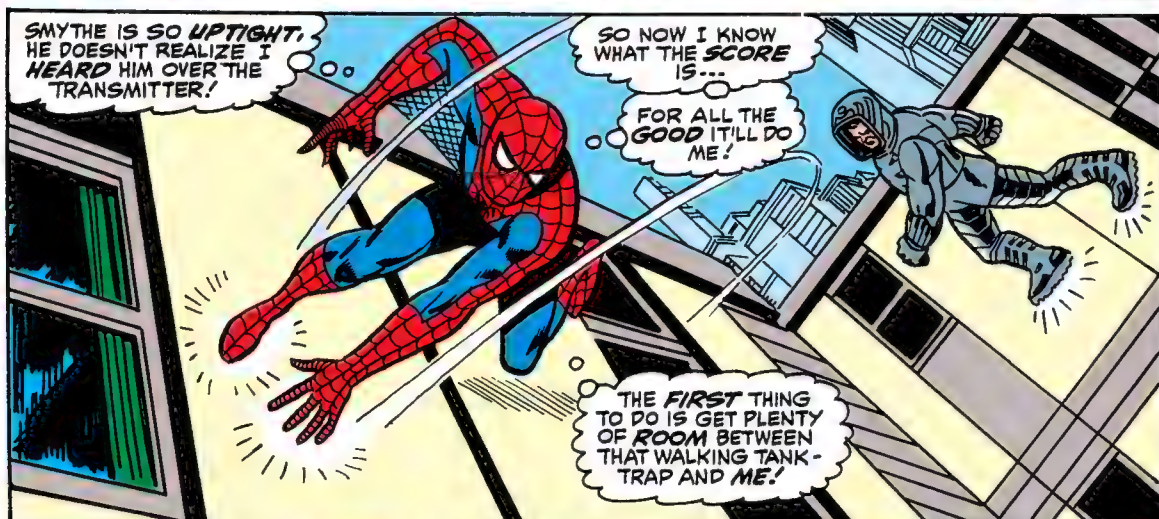
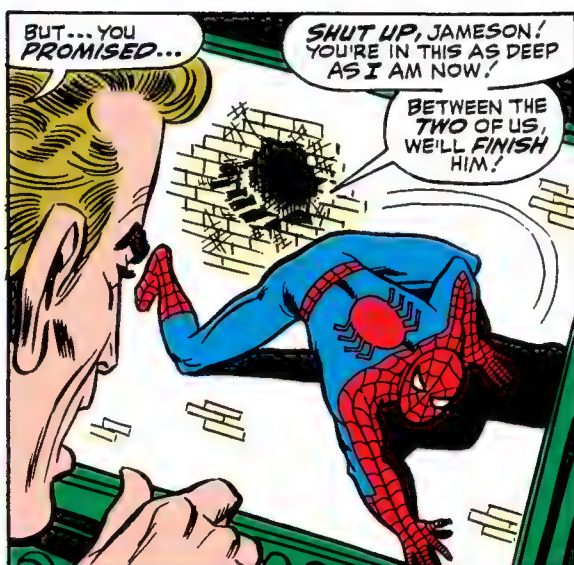
OH! IF ONLY I KNEW WHERE **MR. JAMESON** IS...!!

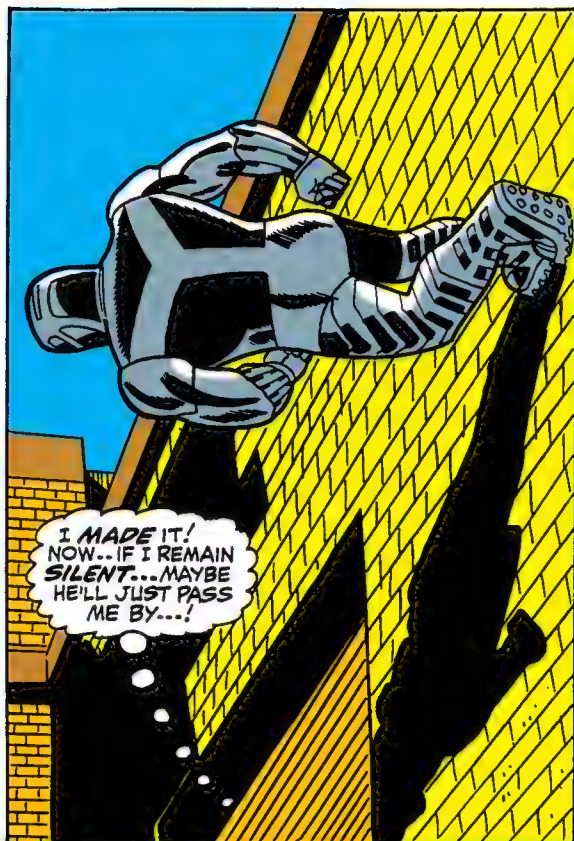












I MADE IT!
NOW...IF I REMAIN
SILENT...MAYBE
HE'LL JUST PASS
ME BY...!

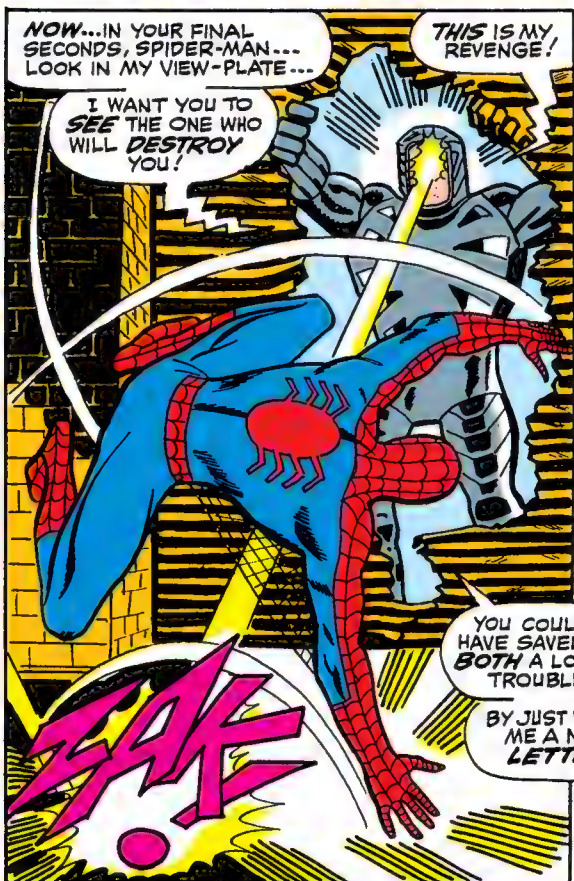


OH WELL...
YOU CAN'T
WIN 'EM
ALL!

NO WONDER
HE DOESN'T
MOVE FAST!

ANYTHING AS
STRONG AS
THAT DOESN'T
HAVE TO!

SKRUNCH!



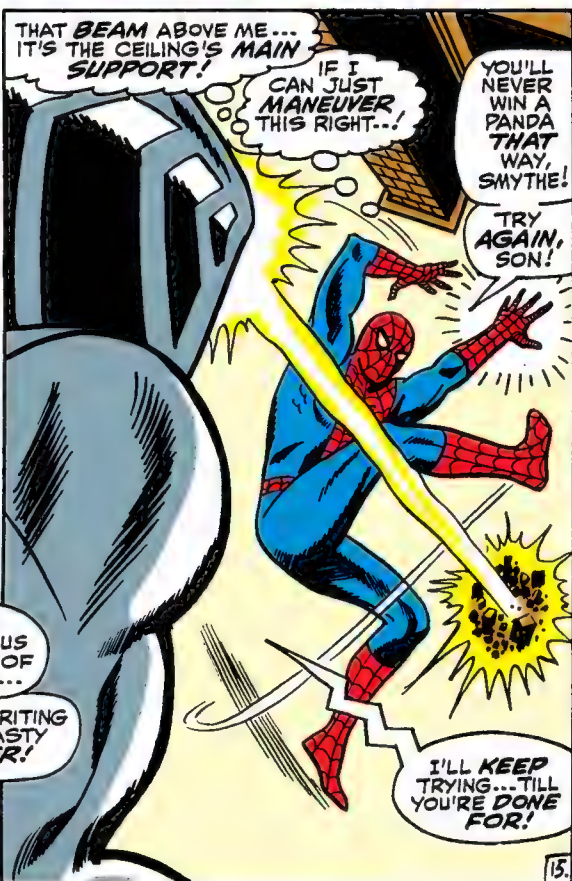
NOW...IN YOUR FINAL
SECONDS, SPIDER-MAN...
LOOK IN MY VIEW-PLATE...

THIS IS MY
REVENGE!

I WANT YOU TO
SEE THE ONE WHO
WILL DESTROY
YOU!

YOU COULD
HAVE SAVED US
BOTH A LOT OF
TROUBLE...

BY JUST WRITING
ME A NASTY
LETTER!



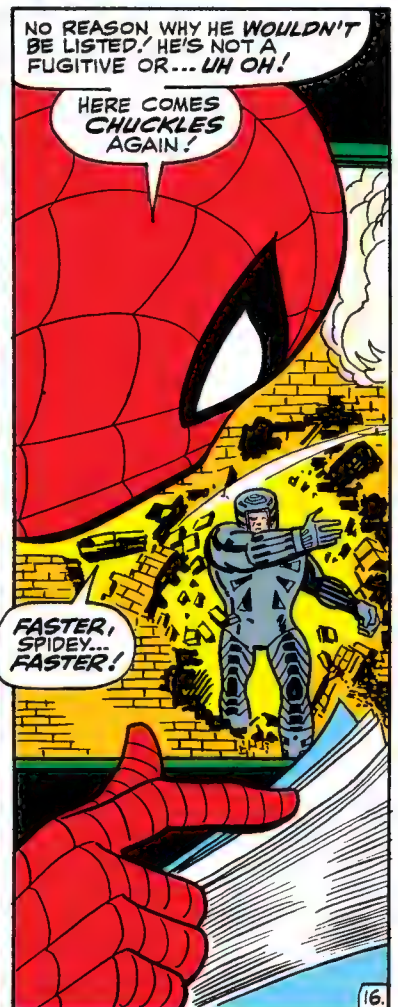
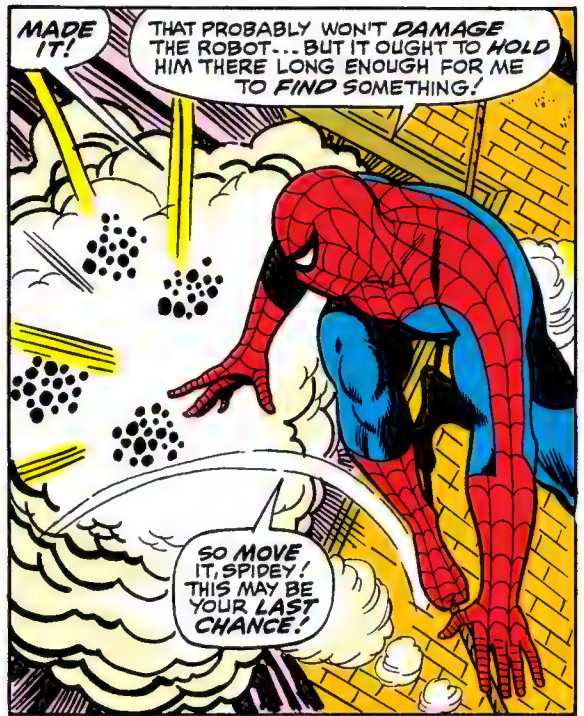
THAT BEAM ABOVE ME...
IT'S THE CEILING'S MAIN
SUPPORT!

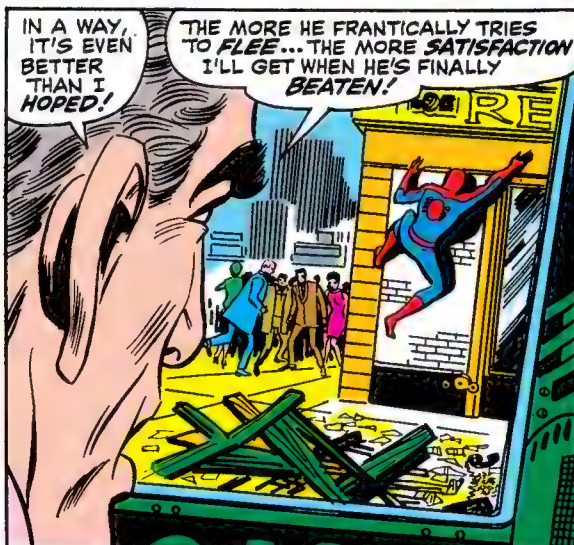
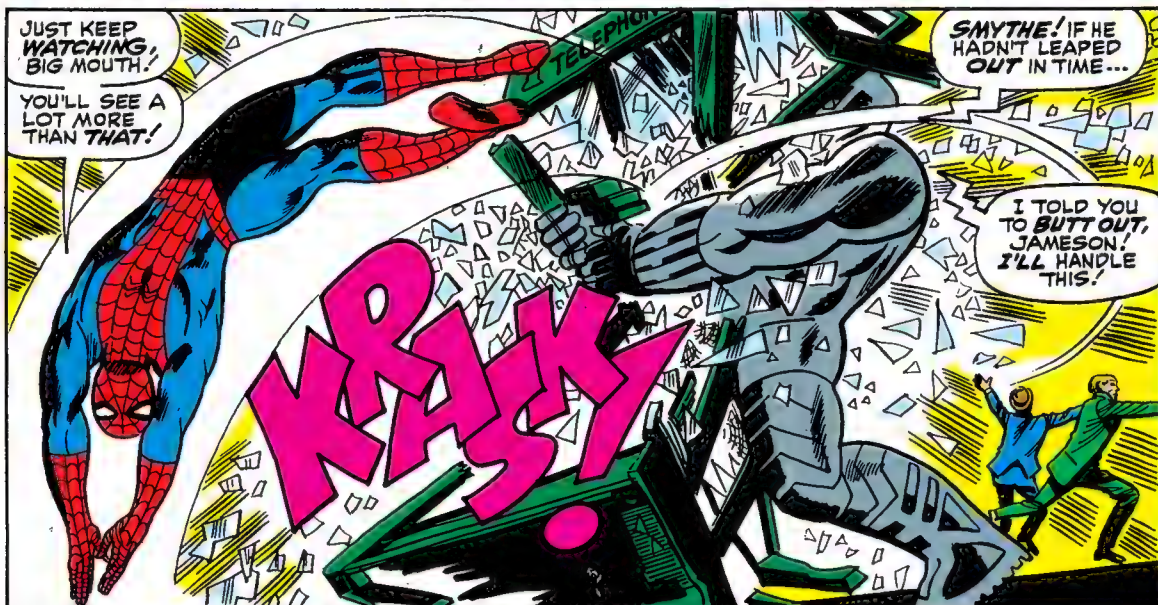
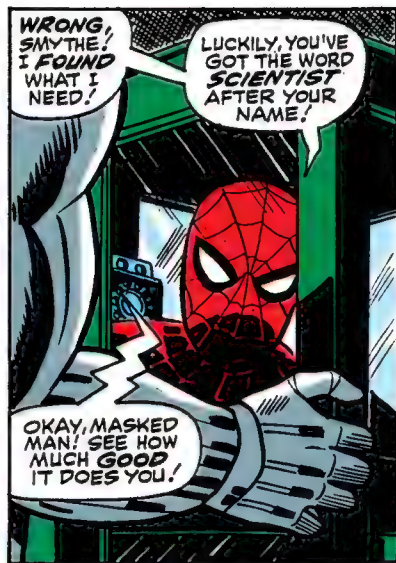
IF I
CAN JUST
MANEUVER
THIS RIGHT...!

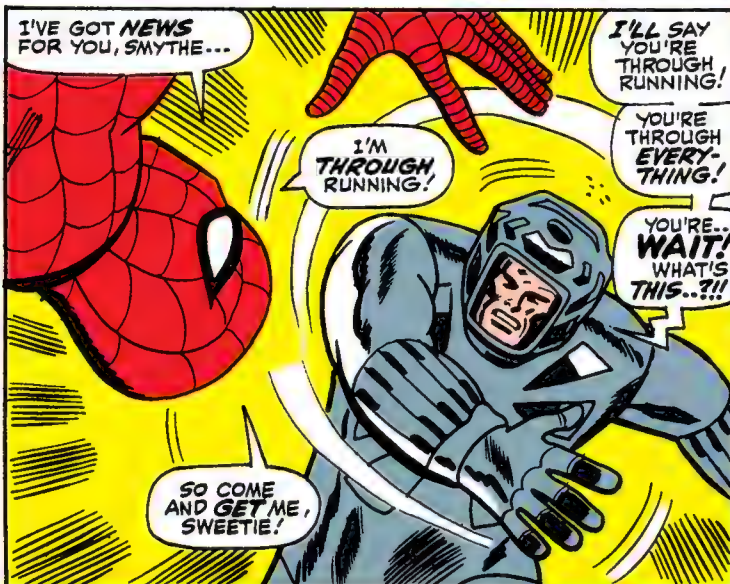
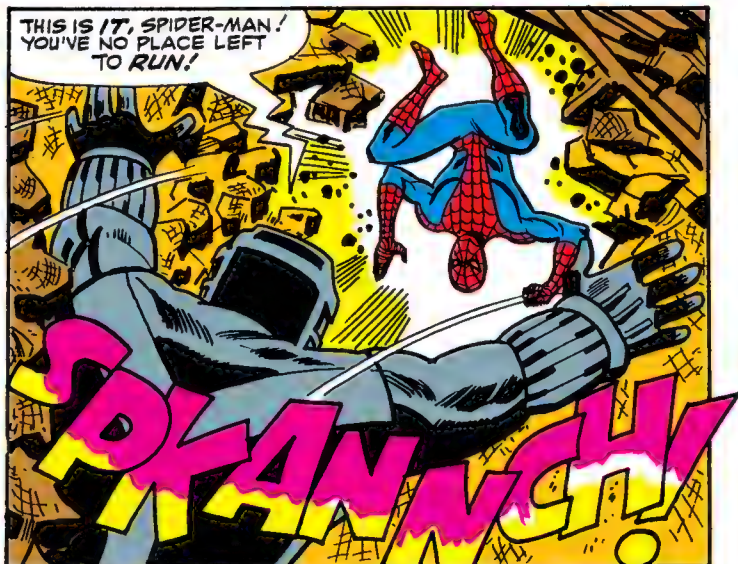
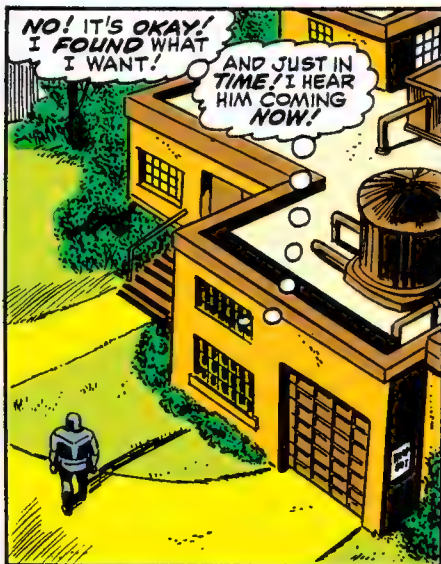
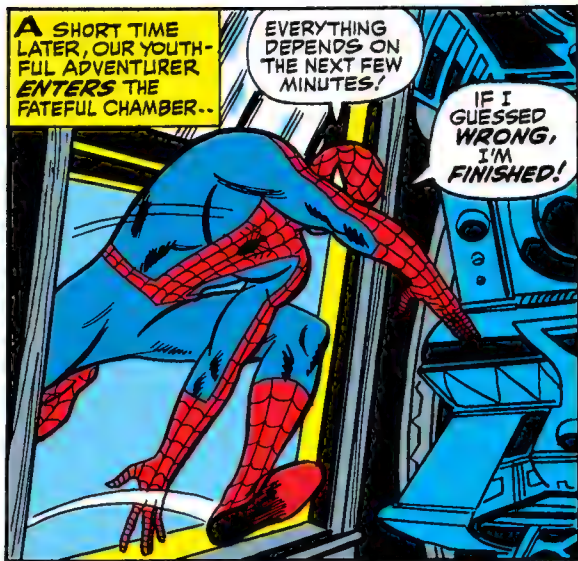
YOU'LL
NEVER
WIN A
PANDA
THAT
WAY,
SMYTHE!

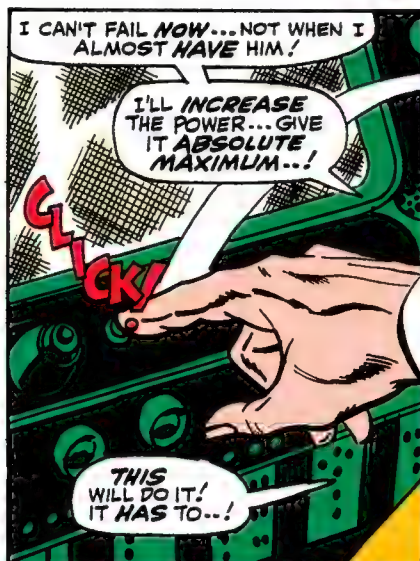
TRY
AGAIN,
SON!

I'LL KEEP
TRYING...TILL
YOU'RE DONE
FOR!





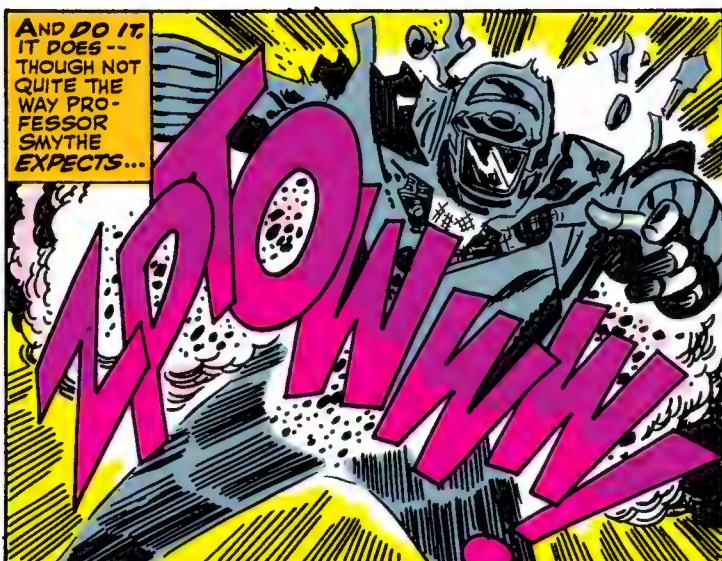




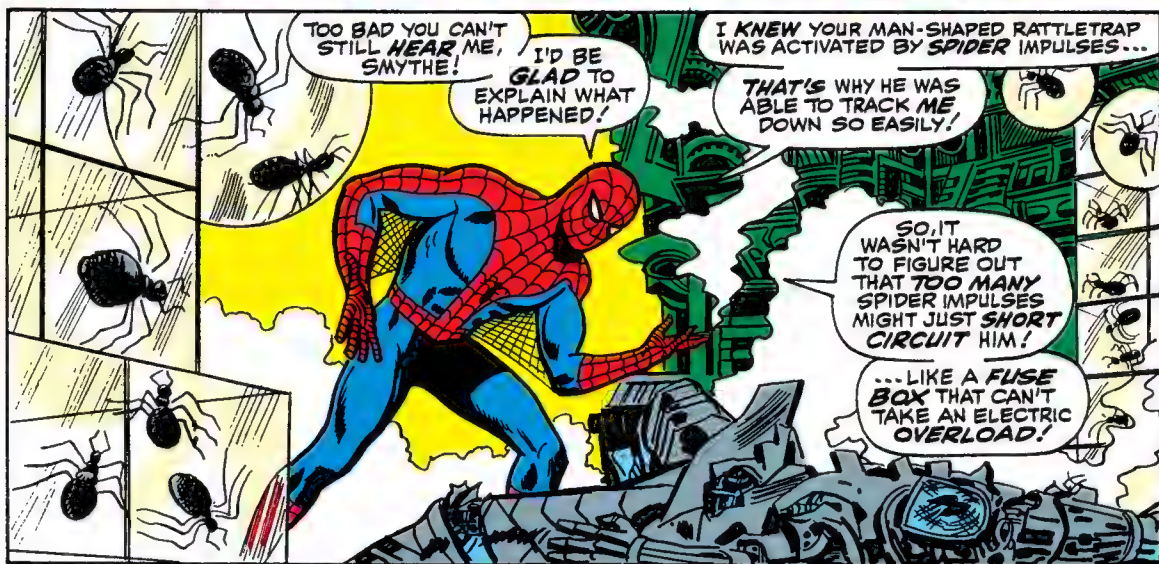
I CAN'T FAIL **NOW**...NOT WHEN I ALMOST **HAVE** HIM!

I'LL **INCREASE** THE POWER...GIVE IT **ABSOLUTE** MAXIMUM...!

THIS WILL DO IT! IT **HAS** TO...!



AND **DO** IT. IT **DOES** -- THOUGH NOT QUITE THE WAY **PRO-FESSOR** SMYTHE **EXPECTS**...



TOO BAD YOU CAN'T STILL **HEAR** ME, SMYTHE!

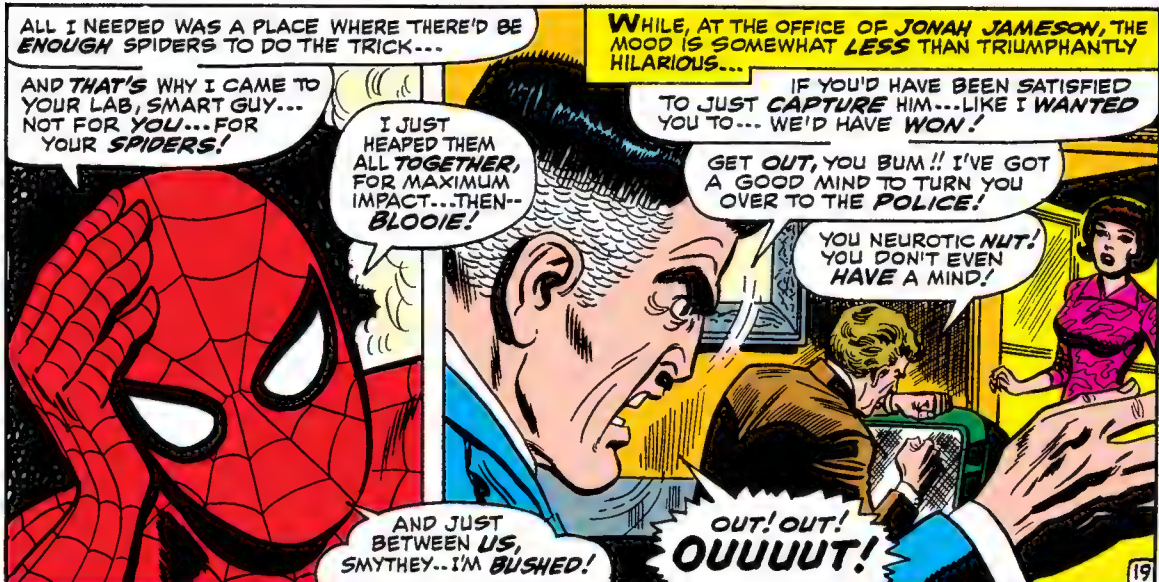
I'D BE **GLAD** TO EXPLAIN WHAT HAPPENED!

I **KNEW** YOUR MAN-SHAPED RATTLETRAP WAS ACTIVATED BY **SPIDER** IMPULSES...

THAT'S WHY HE WAS ABLE TO **TRACK** ME DOWN SO EASILY!

SO, IT WASN'T HARD TO FIGURE OUT THAT **TOO MANY** SPIDER IMPULSES MIGHT JUST **SHORT** CIRCUIT HIM!

...LIKE A **FUSE** BOX THAT CAN'T TAKE AN **ELECTRIC** OVERLOAD!



ALL I NEEDED WAS A PLACE WHERE THERE'D BE **ENOUGH** SPIDERS TO DO THE TRICK...

AND **THAT'S** WHY I CAME TO YOUR LAB, SMART GUY... NOT FOR **YOU**...FOR YOUR **SPIDERS**!

I JUST **HEAPED** THEM ALL **TOGETHER**, FOR MAXIMUM IMPACT...THEN--**BLOOIE**!

WHILE, AT THE OFFICE OF **JONAH JAMESON**, THE MOOD IS SOMEWHAT **LESS** THAN TRIUMPHANTLY **HILARIOUS**...

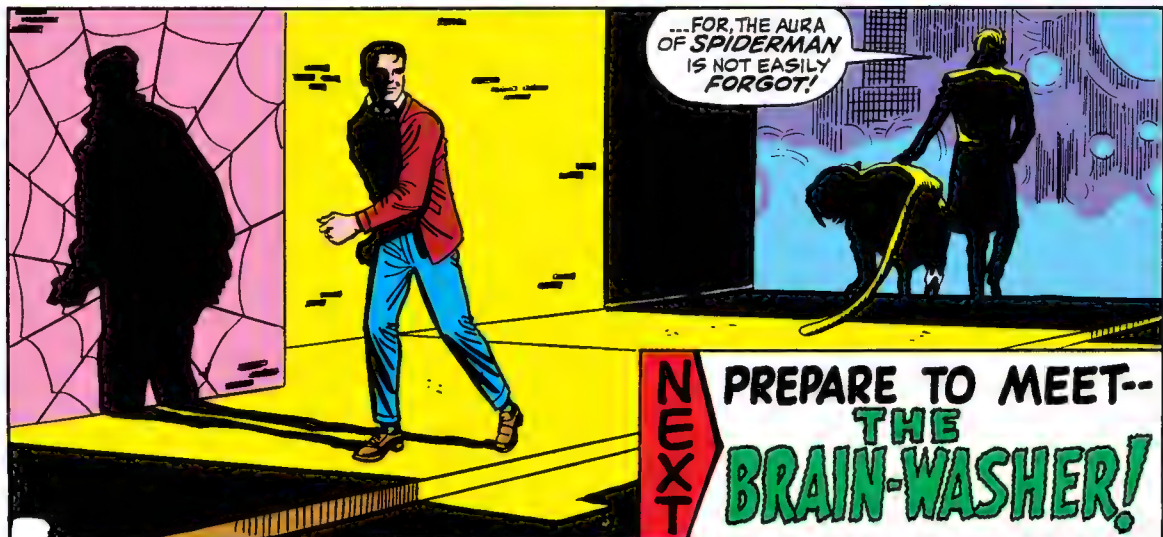
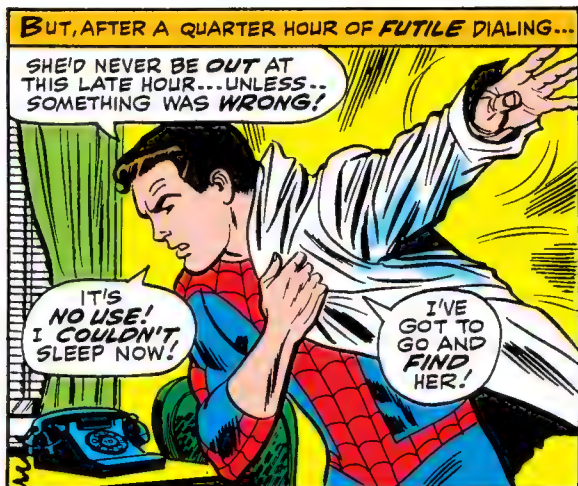
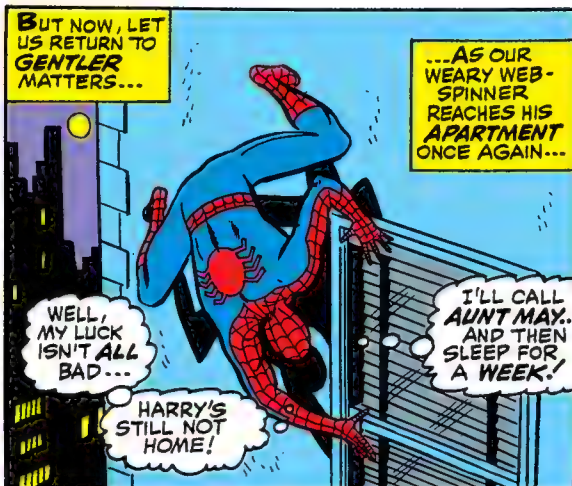
IF YOU'D HAVE BEEN SATISFIED TO JUST **CAPTURE** HIM...LIKE I WANTED YOU TO... WE'D HAVE **WON**!

GET OUT, YOU BUM!! I'VE GOT A GOOD MIND TO TURN YOU OVER TO THE **POLICE**!

YOU **NEUROTIC NUT**! YOU DON'T EVEN HAVE A MIND!

AND JUST BETWEEN **US**, SMYTHEY...I'M **BUSHED**!

OUT! OUT!
OUUUUT!





the AMAZING SPIDER-MAN™

APPROVED
BY THE
COMICS
CODE
AUTHORITY

MARVEL
COMICS
GROUP
12¢ 59
IND. APR

"THE BRAND OF THE
BRAINWASHER!"

THE AMAZING SPIDER-MAN!™

"THE BRAND OF THE BRAINWASHER!"

I REFILLED
MY **WEB-
CARTRIDGES**
JUST IN TIME!

BUT **NOTHING'S** GONNA
STOP ME FROM REACHING
AUNT MAY IN THE HOSPITAL!
NOTHING!

THE POLICE
STILL
CONSIDER
ME A **MENACE**!
--THEY'RE
STILL OUT TO
GET ME!

IT'S
**SPIDER-
MAN!**

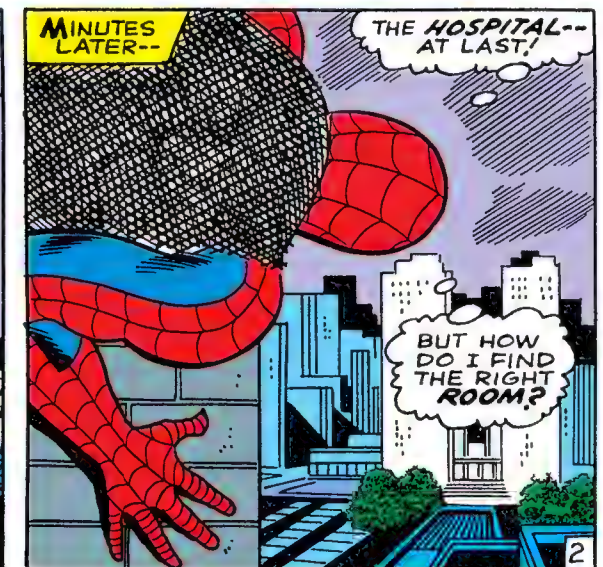
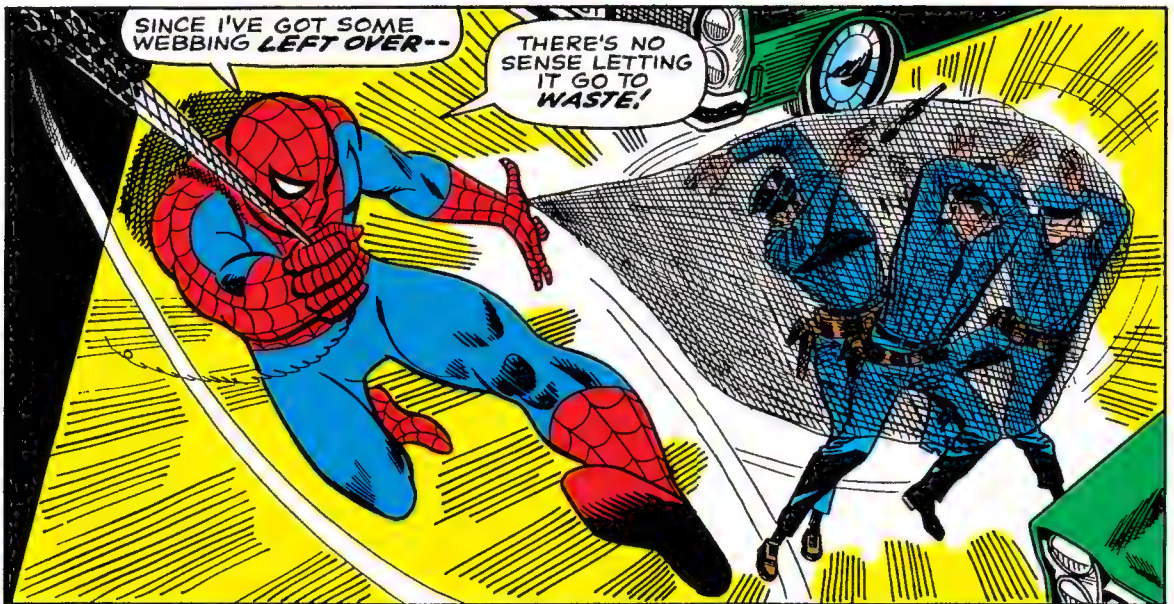
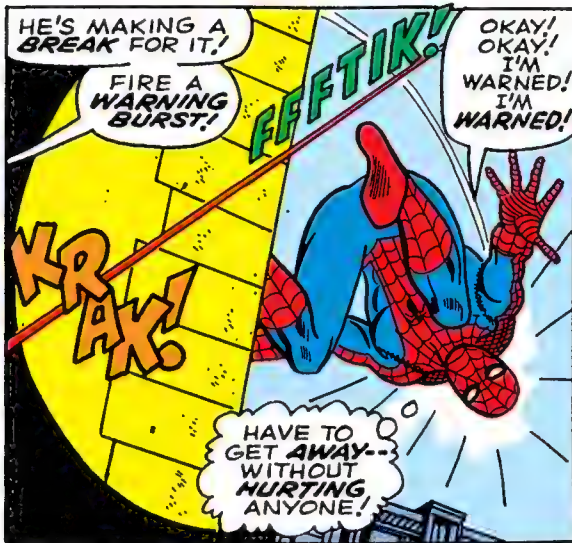
HALT! WE'VE
GOT YOU
COVERED! STAY
WHERE YOU
ARE!

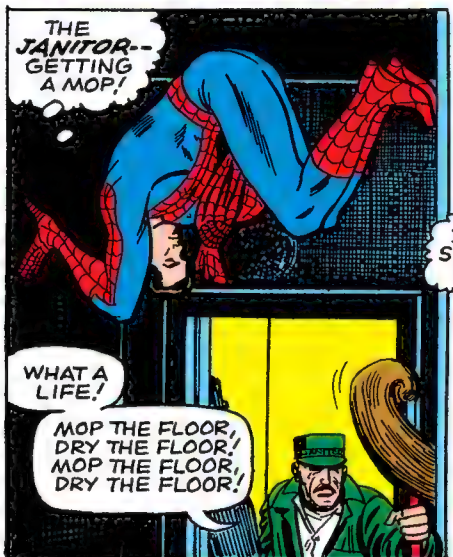
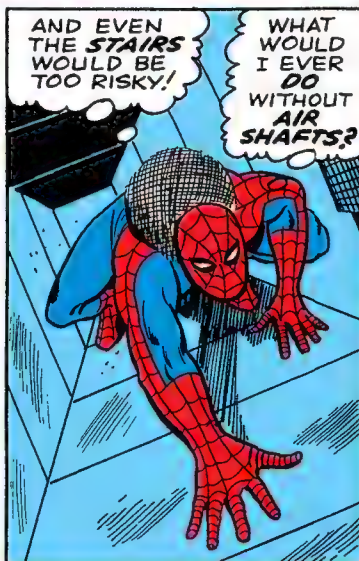
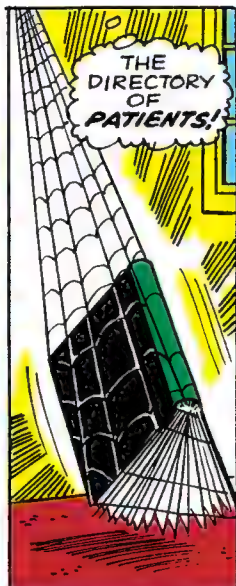


PRODUCED BY
STAN
(**THE MAN**)
LEE
and

JOHNNY
(**RING-A-DING**)
ROMITA

ENCHANTMENT BY..... **DON HECK**
EMBELLISHMENT BY... **MICKEY DEMEO**
LETTERING BY..... **ARTIE SIMEK**
PETER'S WARDROBE..... **FORBUSH
FASHIONS, INC.**







PETER--PETER! I'M FEELING BETTER **ALREADY**--JUST **SEEING** YOU--JUST KNOWING YOU'RE **SAFE**!

I'D HAVE RETURNED **SOONER**--IF I **COULD**!



BUT, WHERE **WERE** YOU? WHAT **HAPPENED**?

WHY DIDN'T YOU **CALL**?

NOW WHAT DO I SAY?

I WAS SO ANXIOUS TO **SEE** AUNT MAY--I FORGOT TO MAKE UP A **STORY**!

I DARE NOT SAY ANYTHING THAT'LL LET HER SUSPECT I'M **SPIDER-MAN**!

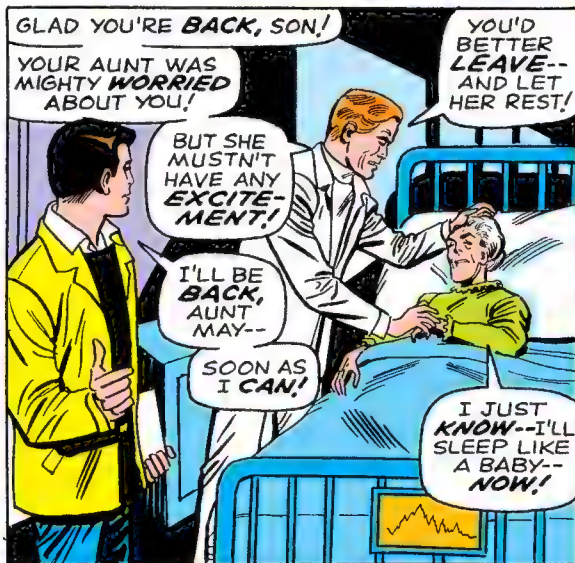


WHO ARE **YOU**? WHAT ARE YOU **DOING** HERE?

HE'S MY DEAR **NEPHEW**--PETER! HE'S BACK AT **LAST**!

WHEW!--SAVED BY THE **BELL**!

THE ONE WHO WAS **MISSING**?



GLAD YOU'RE **BACK**, SON!

YOUR AUNT WAS MIGHTY **WORRIED** ABOUT YOU!

YOU'D BETTER **LEAVE**--AND LET HER REST!

BUT SHE MUSTN'T HAVE ANY **EXCITEMENT**!

I'LL BE **BACK**, AUNT MAY--

SOON AS I **CAN**!

I JUST **KNOW**--I'LL SLEEP LIKE A **BABY**--NOW!



THE **SIGHT** OF YOU WAS BETTER FOR HER THAN A **TONIC**, PARKER!

SHE TOOK IT PRETTY **HARD** WHEN YOU WERE LISTED AS A **MISSING PERSON**!

MISSING PERSON? HOOO **BOY**!

I ALMOST **FORGOT**!

I HAVE TO REPORT TO THE **POLICE**!

AND I'D BETTER HAVE A **GOOD STORY** FOR THEM!



THEN, A SHORT TIME LATER--

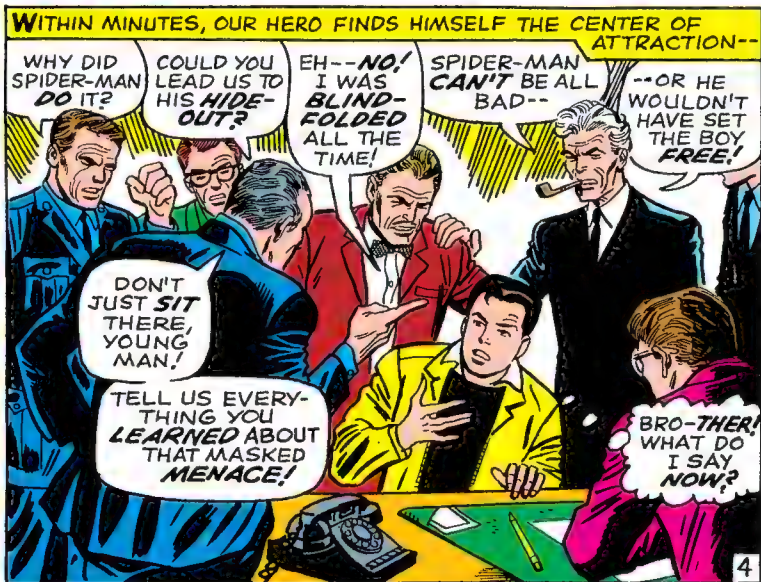
HI! I'M PETER PARKER!

PARKER?!! WE'VE GOT HALF THE **FORCE** OUT LOOKING FOR YOU!

YOU **HAVE**? WHY?

'CORDING TO THE **DAILY BUGLE**, YOU WERE CAPTURED BY **SPIDER-MAN**!

GREAT! THAT'S MY **STORY**!



WITHIN MINUTES, OUR HERO FINDS HIMSELF THE CENTER OF **ATTRACTION**--

WHY DID **SPIDER-MAN** DO IT?

COULD YOU LEAD US TO HIS **HIDE-OUT**?

EH--**NO**! I WAS **BLIND-FOLDED** ALL THE TIME!

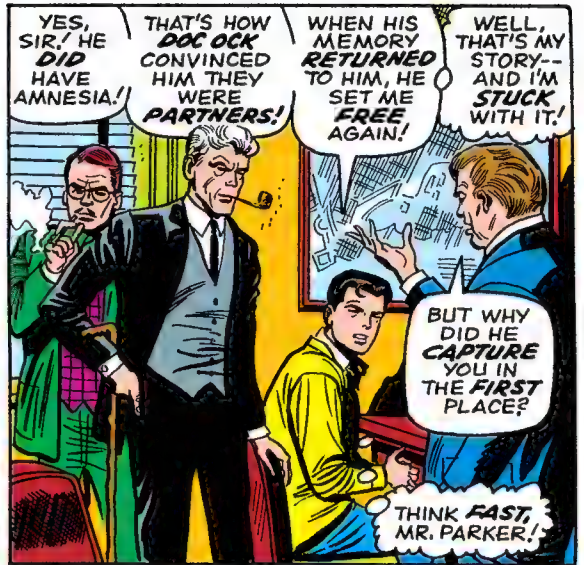
SPIDER-MAN CAN'T BE ALL **BAD**--

--OR HE WOULDN'T HAVE SET THE **BOY FREE**!

DON'T JUST **SIT** THERE, YOUNG MAN!

TELL US EVERYTHING YOU **LEARNED** ABOUT THAT MASKED **MENACE**!

BRO--**THER**! WHAT DO I SAY **NOW**?



I'VE SPENT QUITE SOME TIME STUDYING THE CAREER OF **SPIDER-MAN!!**

AND, SINCE **YOU'VE** HAD THE CHANCE TO OBSERVE HIM FIRST HAND--

BUT FIRST, THIS IS MY **HOUSE--**

I'D LIKE TO **SHOW** YOU SOMETHING INSIDE--

IS THERE SOMETHING HE **KNOWS**--THAT HE'S NOT TELLING?

I WONDER IF **GWEN** IS HOME?

SOMEHOW--I FEEL I COULD **TRUST** HER DAD--WITH MY **LIFE!**

I'VE OBTAINED PRINTS OF EVERY **FILM** EVER TAKEN OF THE MASKED MYSTERY MAN!

AFTER CONSTANT VIEWING, I'VE CONCLUDED HE'S QUITE **YOUTHFUL--AND HIGHLY INTELLIGENT!**

WHAT--HAS THIS TO DO--WITH ME?

I WAS WONDERING WHETHER YOU **AGREE** WITH MY CONCLUSIONS?

AFTER ALL--YOU'VE SEEN--AND **SPOKEN** TO HIM!

LET ME SHOW YOU SOME **FILMS...**

I CAN SENSE THAT HE'S NOT LIKE **OTHER** COSTUMED ADVENTURERS!

HE SEEMS DRIVEN BY SOME **INNER COMPULSION!**

I'VE SPENT A **LIFETIME** APPREHENDING ENEMIES OF SOCIETY--AND THERE'S ONE THING I'M **CERTAIN** OF--

SPIDER-MAN IS **NOT** THE USUAL, CRIMINAL TYPE!

HOW DO **YOU** FEEL ABOUT IT, MY BOY?

--I **AGREE, SIR!**

HE'S **NEVER**--TO MY KNOWLEDGE--ATTACKED ANYONE BUT GANGSTERS--AND WORSE!

EVEN **YOUR** SITUATION BEARS OUT MY THEORY--

AS SOON AS HIS **MEMORY** RETURNED TO HIM, HE SET YOU **FREE!**

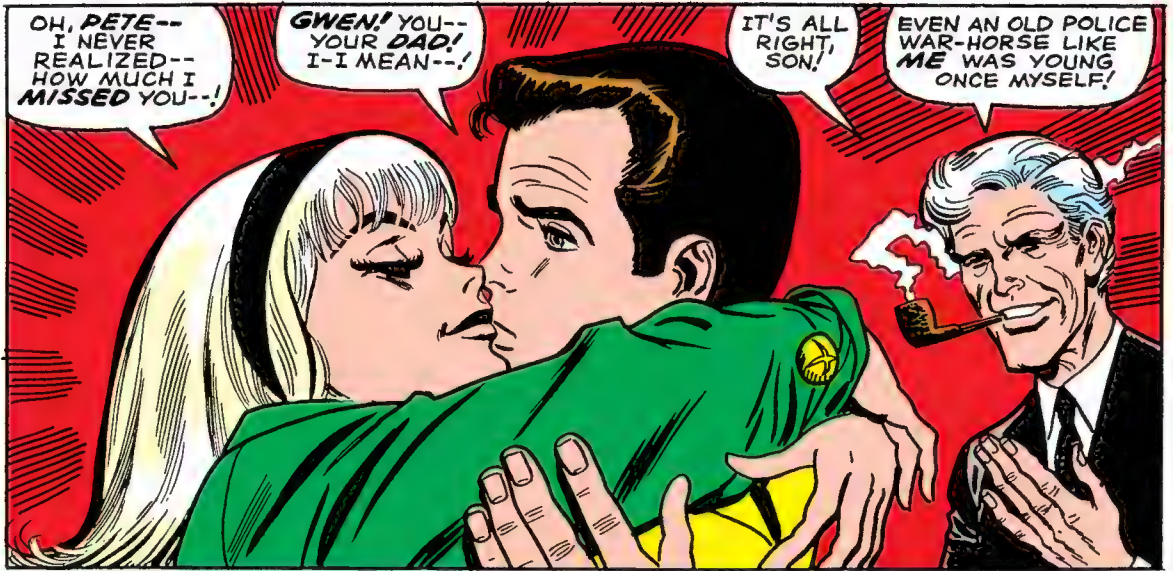
IF ONLY I COULD **FIND** HIM--AND **PROVE** HIS INNOCENCE!

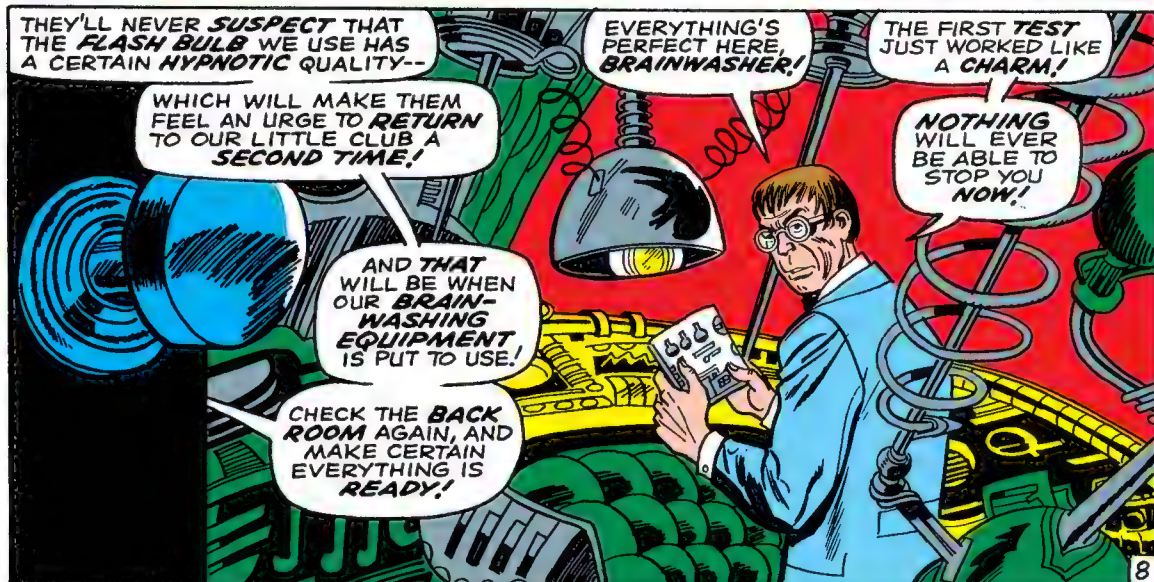
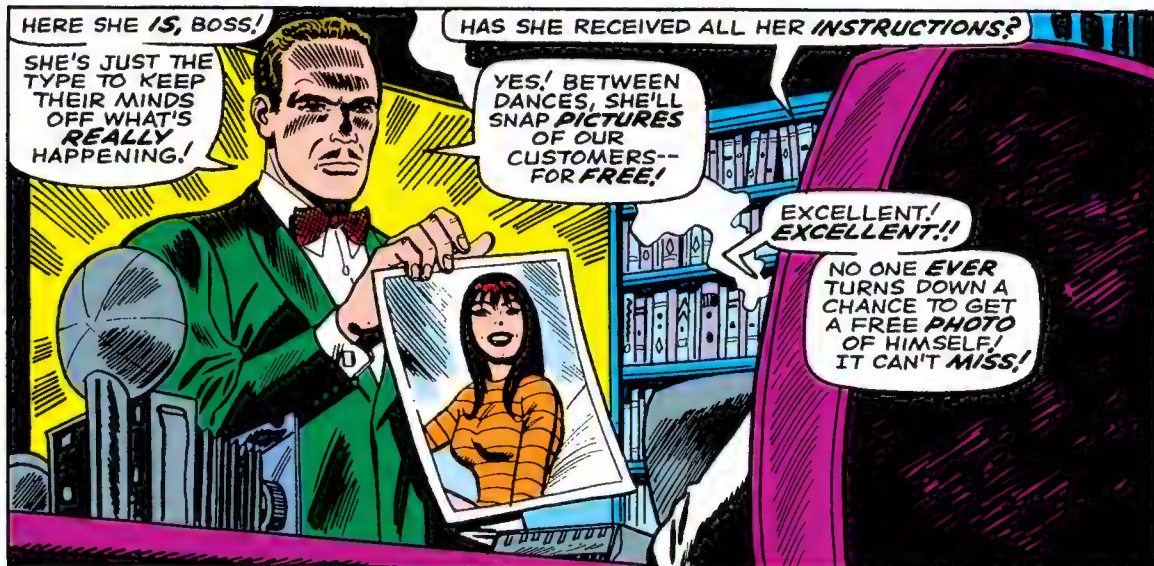
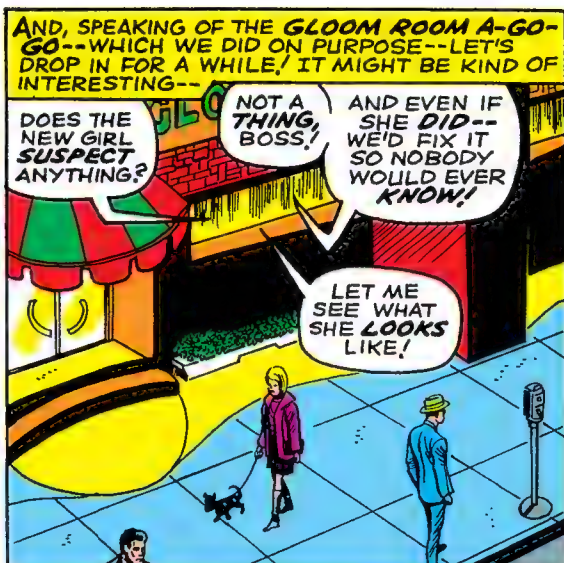
DAD! I JUST HEARD THE NEWS ABOUT--**OH!**

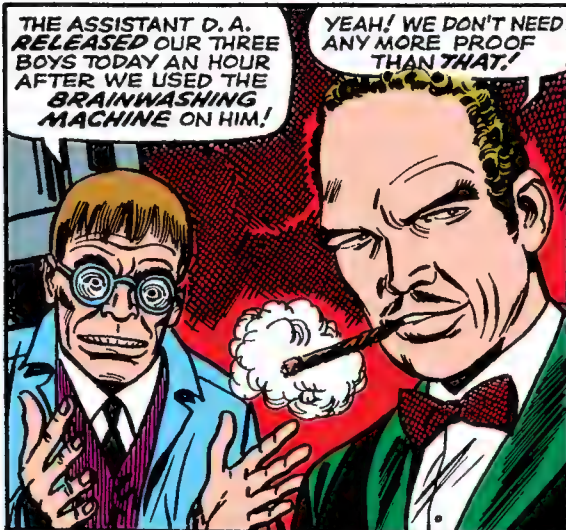
PETER!! YOU'RE **HERE!**

IF ONLY I'D **KNOWN--**

I'D HAVE GOTTEN HERE **SOONER!**







THE ASSISTANT D. A. RELEASED OUR THREE BOYS TODAY AN HOUR AFTER WE USED THE **BRAINWASHING MACHINE** ON HIM!

YEAH! WE DON'T NEED ANY MORE PROOF THAN **THAT!**

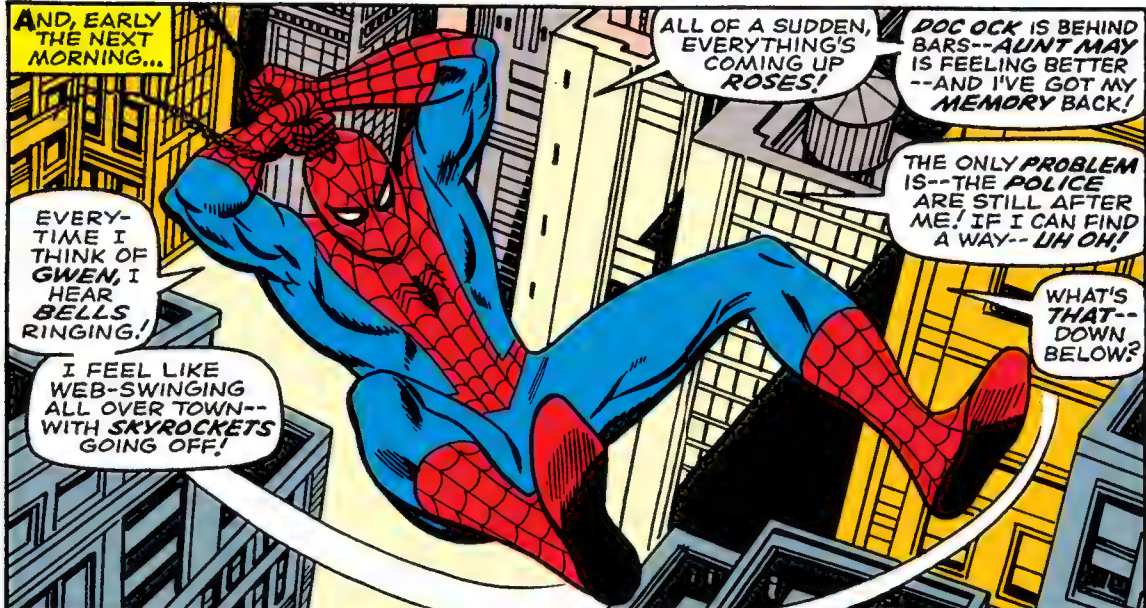


NOBODY TELLS THE BRAIN-WASHER WHAT'S NEEDED!

JUST FOLLOW MY **ORDERS--** AS YOU'VE DONE IN THE PAST! I'LL DO THE THINKING HERE!

OUR **NEXT STEP** IS TO INVITE THE CITY'S TOP **OFFICIALS** HERE --AS OUR GUESTS OF HONOR!

BY **BRAINWASHING** THEM, ONE AT A TIME, I'LL SOON HAVE THE ENTIRE **GOVERNMENT** UNDER MY CONTROL!



AND, EARLY THE NEXT MORNING...

EVERY-TIME I THINK OF **GWEN**, I HEAR BELLS RINGING!

I FEEL LIKE WEB-SWINGING ALL OVER TOWN-- WITH **SKYROCKETS** GOING OFF!

ALL OF A SUDDEN, EVERYTHING'S COMING UP **ROSES!**

DOC OCK IS BEHIND BARS--**AUNT MAY** IS FEELING BETTER --AND I'VE GOT MY **MEMORY** BACK!

THE ONLY **PROBLEM** IS--THE **POLICE** ARE STILL AFTER ME! IF I CAN FIND A WAY-- **UH OH!**

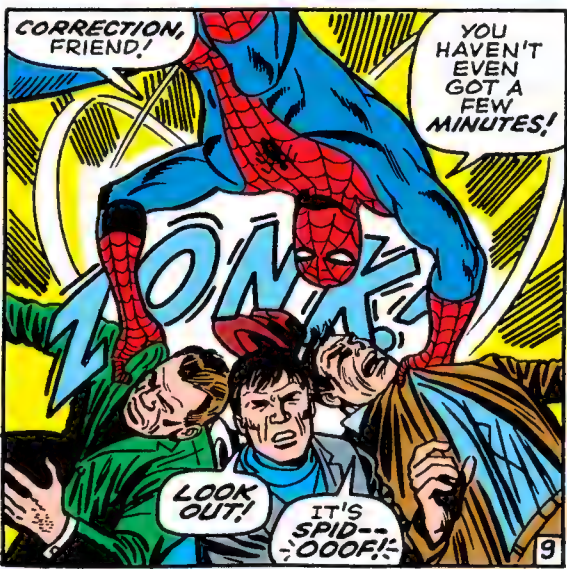
WHAT'S **THAT--** DOWN BELOW?



A **STICK-UP!!** IN BROAD DAYLIGHT!

C'MON-- LET'S GET GOIN'!

WE AINT GOT ALL DAY!

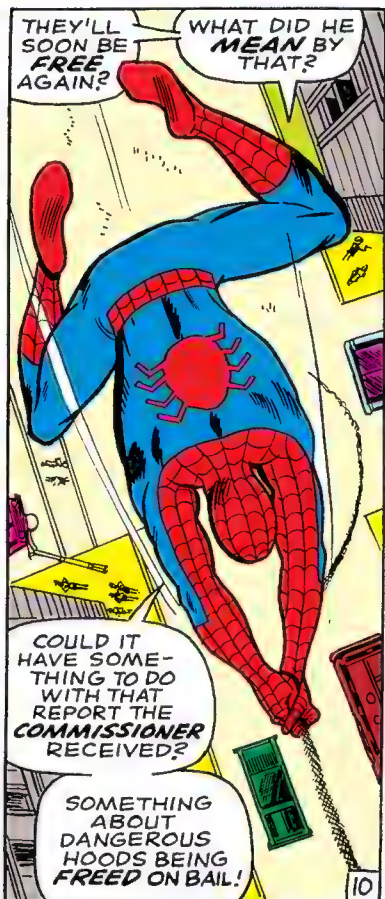
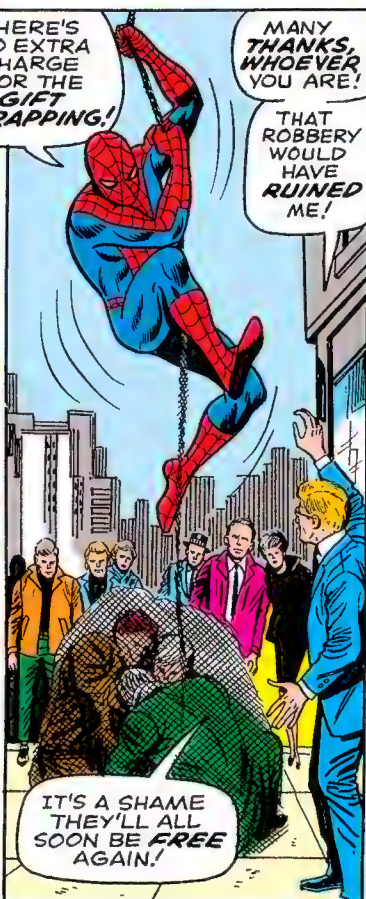


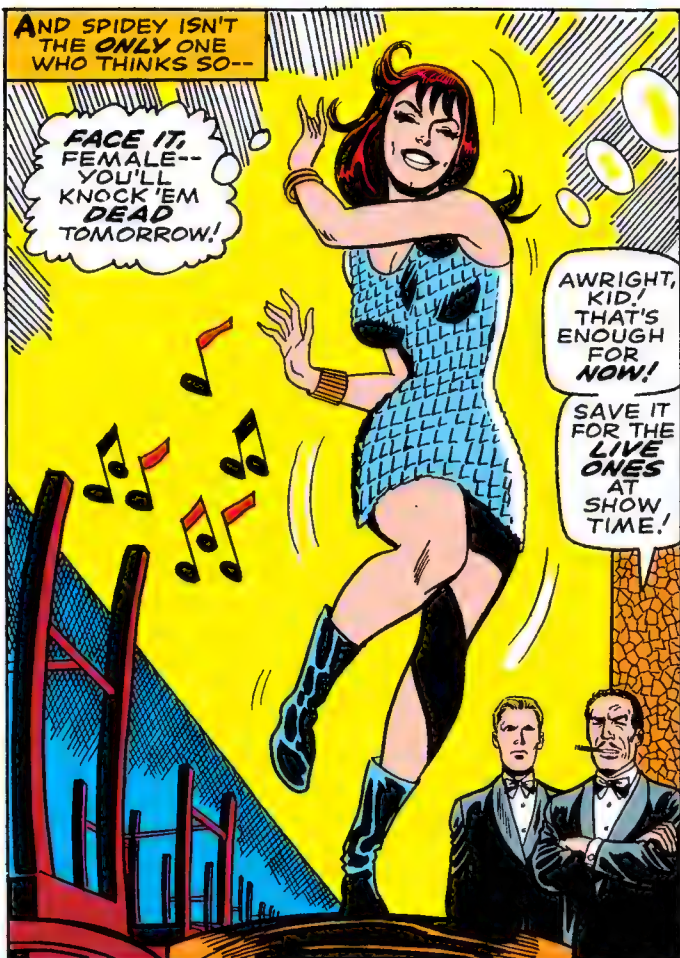
CORRECTION, FRIEND!

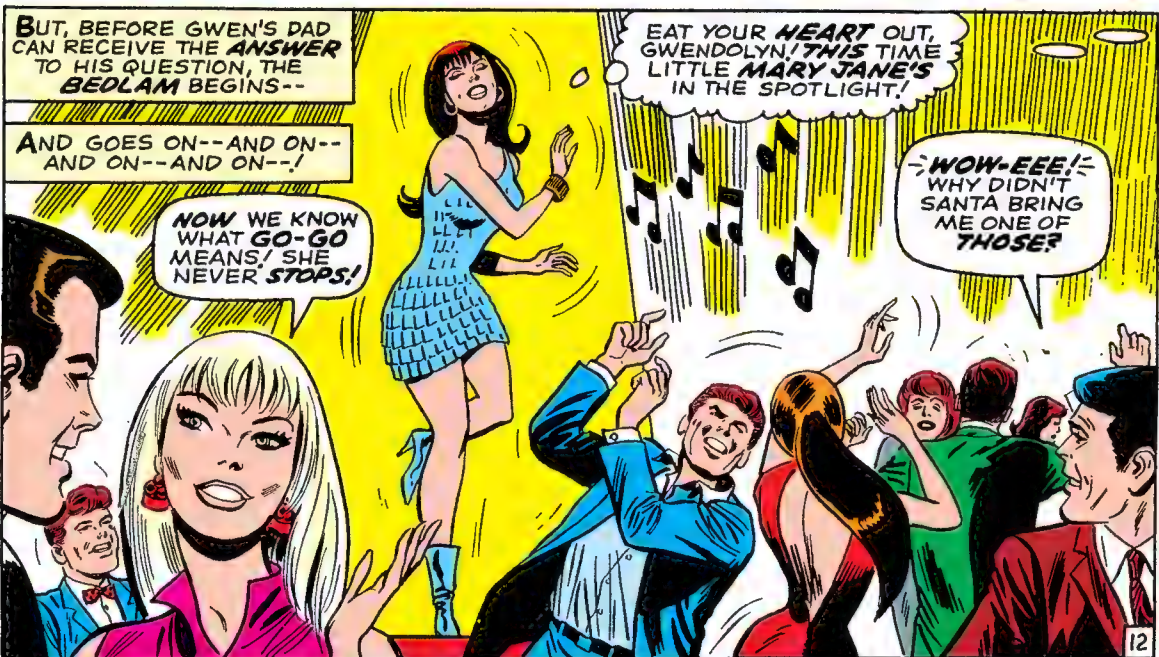
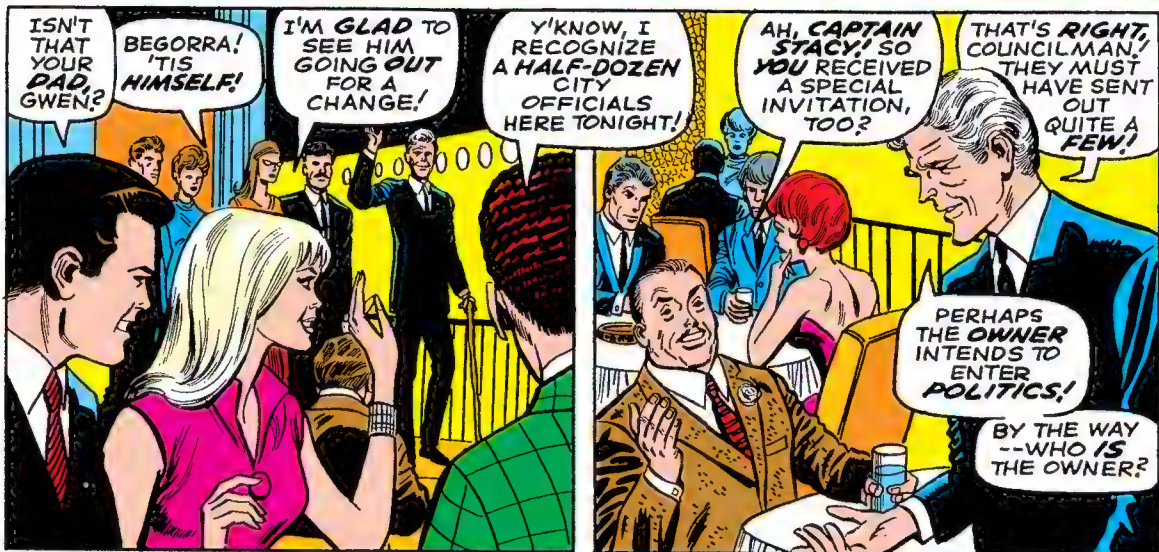
YOU HAVEN'T EVEN GOT A FEW **MINUTES!**

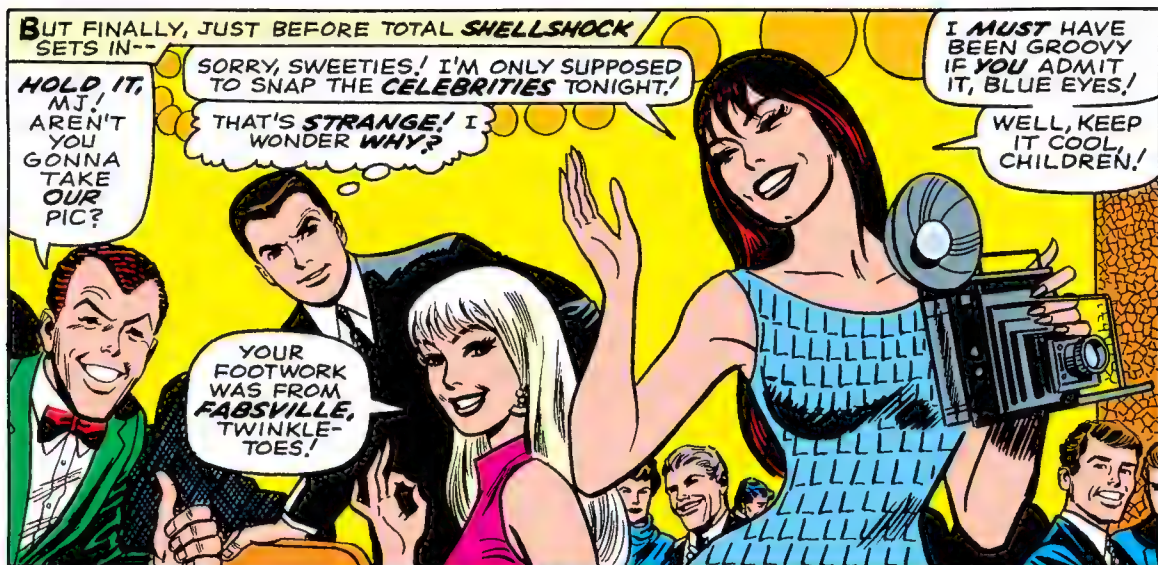
LOOK OUT!

IT'S **SPID--** -OOOF!!









BUT FINALLY, JUST BEFORE TOTAL **SHELLSHOCK** SETS IN--

HOLD IT, MJ! AREN'T YOU GONNA TAKE OUR PIC?

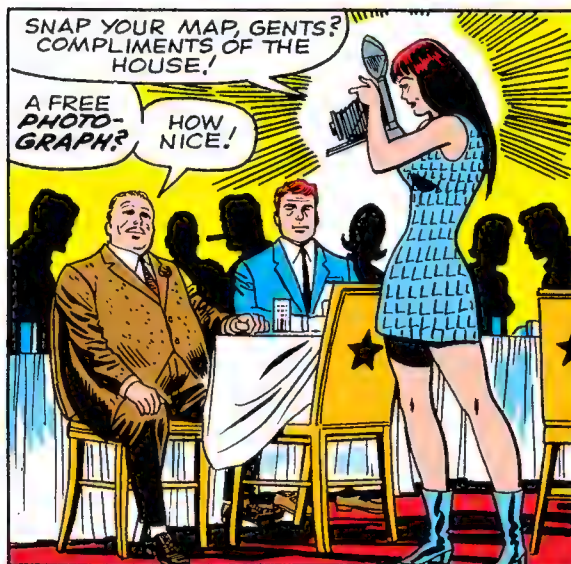
SORRY, SWEETIES! I'M ONLY SUPPOSED TO SNAP THE **CELEBRITIES** TONIGHT!

THAT'S **STRANGE!** I WONDER **WHY?**

YOUR FOOTWORK WAS FROM **FABSVILLE**, TWINKLE-TOES!

I **MUST** HAVE BEEN GROOVY IF YOU ADMIT IT, BLUE EYES!

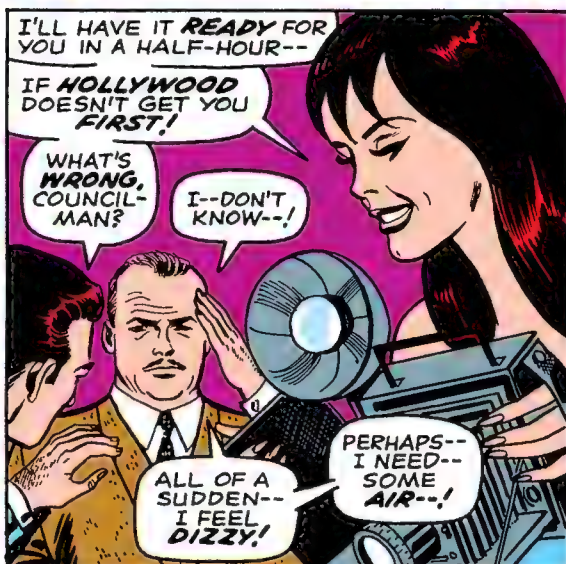
WELL, KEEP IT COOL, CHILDREN!



SNAP YOUR MAP, GENTS? COMPLIMENTS OF THE HOUSE!

A FREE **PHOTO-GRAPH?**

HOW NICE!



I'LL HAVE IT **READY** FOR YOU IN A HALF-HOUR--

IF **HOLLYWOOD** DOESN'T GET YOU **FIRST!**

WHAT'S **WRONG**, COUNCIL-MAN?

I--DON'T KNOW--!

ALL OF A SUDDEN-- I FEEL **DIZZY!**

PERHAPS-- I NEED-- SOME **AIR--!**



MAY I TAKE YOUR **PICTURE**, SIR?

THERE'S **NO CHARGE** FOR THE SNAPSHOTS!

CERTAINLY, YOUNG LADY!

I ENJOYED YOUR **DANCING** VERY MUCH!

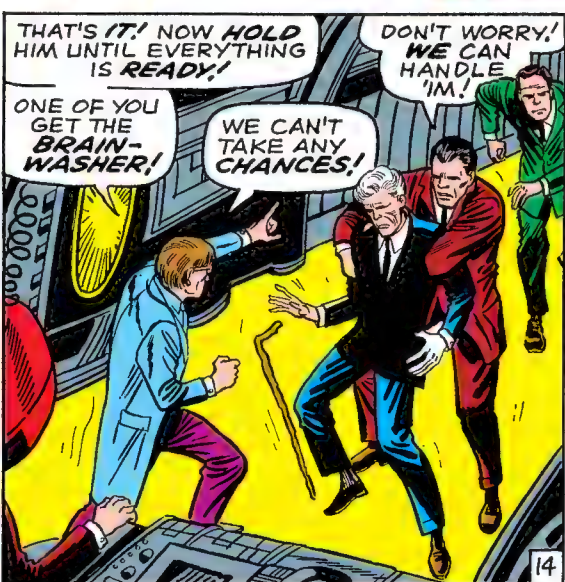
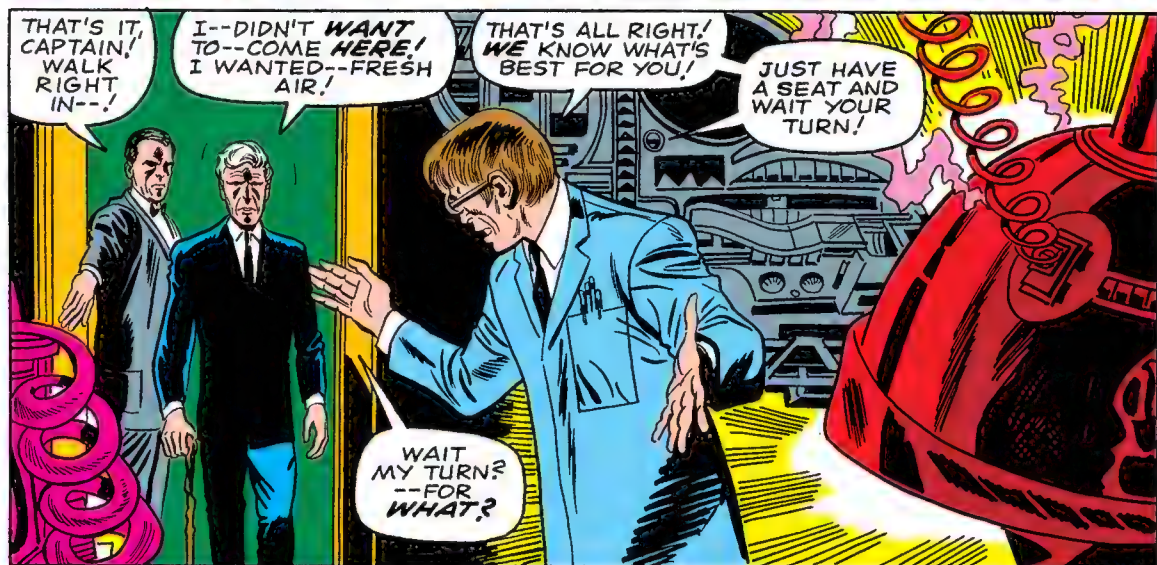
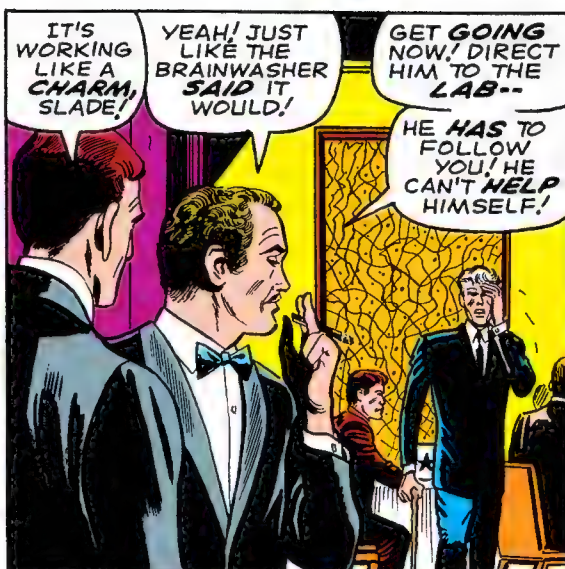


BY THE WAY, I BELIEVE YOU KNOW MY DAUGHT-- **OHH!**

IS SOMETHING **WRONG**, SIR?

EH, **NO--** I DON'T THINK SO!

IT'S PROBABLY THE SUDDEN FLASH OF THE **BULB--** IT STARTLED ME!



MEANWHILE, AS THE MINUTES TICK BY, SOME OF THE NATIVES GROW RESTLESS--

DAD'S BEEN GONE QUITE A WHILE NOW!

PERHAPS I OUGHT TO--

YOU STAY RIGHT THERE, GWEN!

I HOPE THAT HE'S ALL RIGHT!

I'LL GO OUT AND LOOK FOR HIM!

I'VE HAD A FUNNY FEELING ABOUT THIS PLACE ALL NIGHT!

IT ALL STARTED WITH THOSE FREE PHOTOS MJ WAS TAKING!

WHY WOULD THEY SINGLE OUT CERTAIN GUESTS--?

I'M PROBABLY JUST IMAGINING THINGS--

BUT, IF THERE IS SOMETHING WRONG--

OL' SPIDEY WILL BE ABLE TO HANDLE IT LOTS BETTER THAN PETER PARKER!

OF COURSE, I COULD BE JUST KIDDING MYSELF--

MAYBE I'M LOOKING FOR AN EXCUSE TO DO SOME MORE WALL-CRAWLING--

BUT, WHAT-EVER THE REASON, I-- UN OH!

I MUST HAVE BEEN RIGHT!

MY SPIDER SENSE IS TINGLING LIKE MAD ALL OF A SUDDEN!

AND NO WONDER!

SPIDER-MAN!! TRYIN' TO BUST IN!

WELL, YOU CAN STOP A BULLET JUST LIKE ANYONE ELSE!

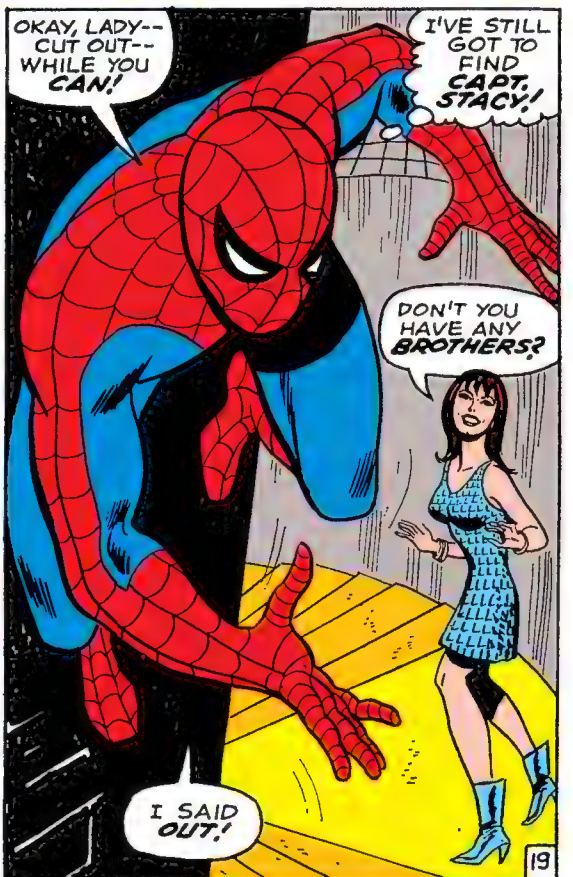
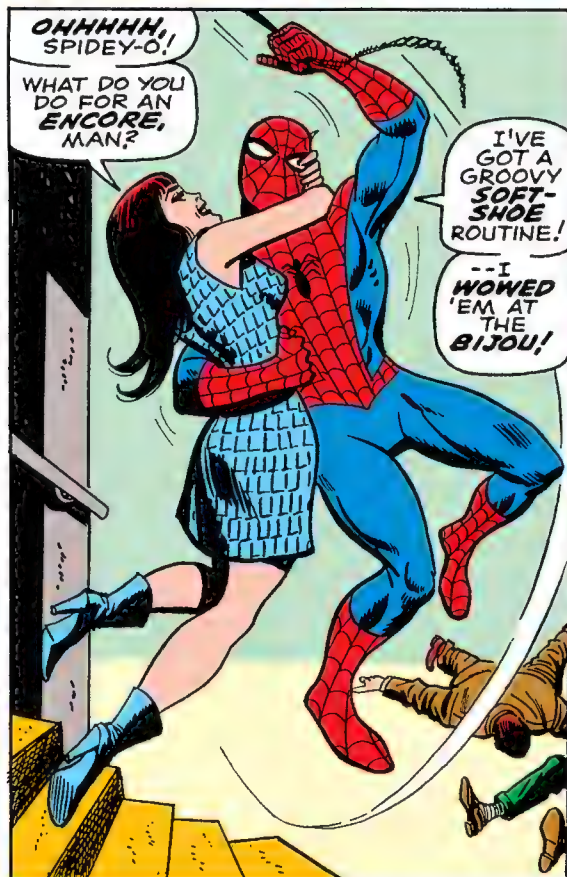
EVEN BETTER, SON!

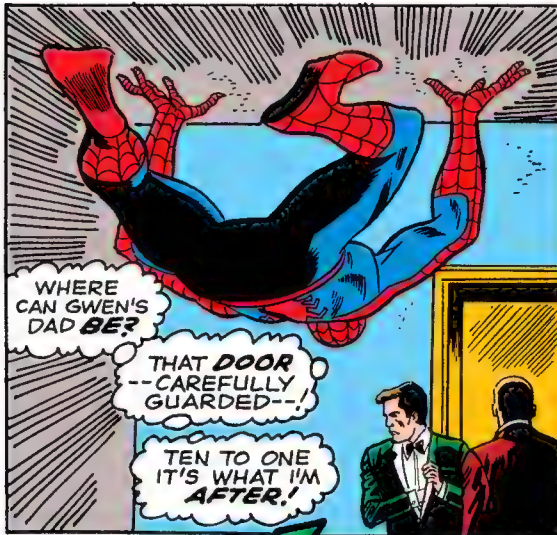
BUT THAT DOESN'T MEAN I WANNA MAKE IT MY LIFE'S WORK!

ZAK!





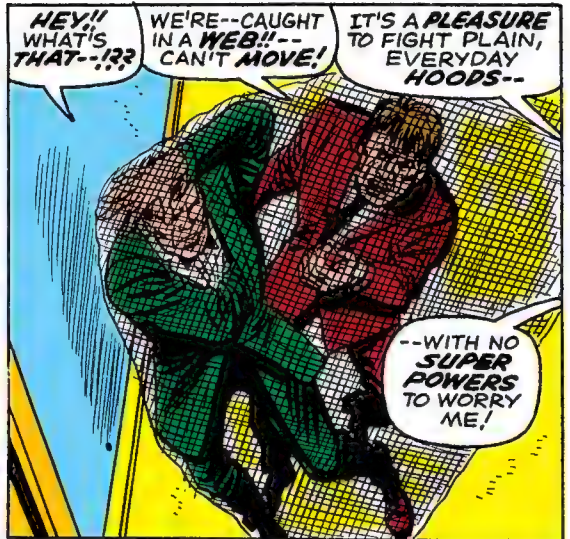




WHERE CAN GWEN'S DAD BE?

THAT DOOR -- CAREFULLY GUARDED--!

TEN TO ONE IT'S WHAT I'M AFTER!



HEY!! WHAT'S THAT--!??

WE'RE--CAUGHT IN A WEB!!-- CAN'T MOVE!

IT'S A PLEASURE TO FIGHT PLAIN, EVERYDAY HOODS--

--WITH NO SUPER POWERS TO WORRY ME!



AND NOW I'LL SEE WHAT'S INSIDE HERE--!



CAPTAIN STACY! --IN SOME SORT OF TRANCE!

WHATEVER YOU'RE PUTTING ON HIS HEAD--DON'T DO IT!

WHO'S BEHIND ALL THIS?? TALK!!

IT'S NO SECRET--

HE'S CALLED THE BRAIN-WASHER!

BRAIN-WASHER?? WHO'S HE?



OH NO!!

THE MASS OF MUSCLE WHO ALMOST FLATTENED ME MONTHS AGO!

DID IT-- HAVE TO BE-- HIM??!

WOULD YOU BELIEVE-- THE KINGPIN??!

NEXT ISH:
**O,
BITTER
VICTORY**



the AMAZING SPIDER-MAN

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IND. MAY

O, BITTER VICTORY!

THE AMAZING SPIDER-MAN!™

O, BITTER VICTORY!

I'M GLAD YOU'VE
LEARNED THE
BRAINWASHER'S
TRUE IDENTITY...

SO YOU'LL KNOW IT'S
REALLY THE **KINGPIN**
WHO IS ABOUT TO
CRUSH YOU!

MOVE IT,
SPIDEY! A
CREAMPUFF
THE KINGPIN
ISN'T!

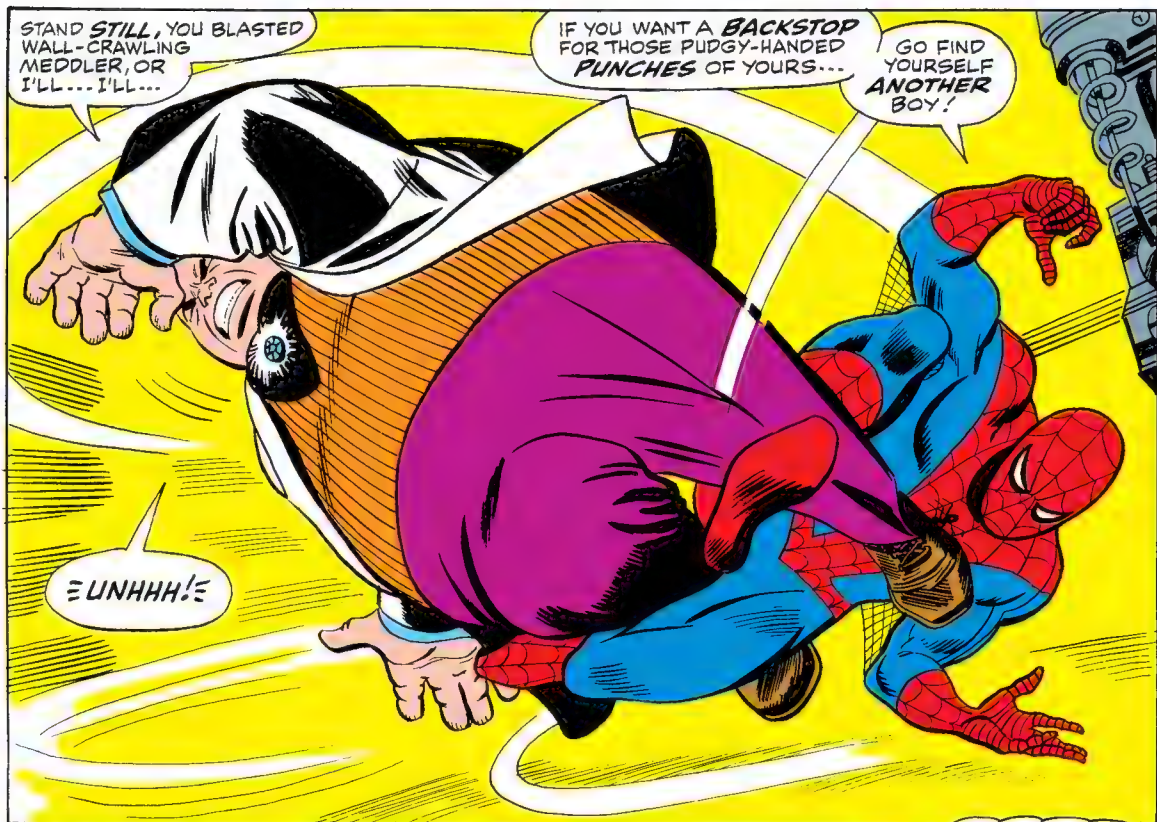
HE'S GOT
**CAPTAIN
STACY** IN
SOME SORT
OF **TRANCE**
UNDER THAT
MACHINE!

THERE'S **MORE**
AT STAKE HERE
THAN I THOUGHT!

IF YOU THINK OUR WEB-SPINNER'S IN TROUBLE NOW,
WAIT'LL YOU SEE THE **NEW** HEART-RENDING HANG-
UPS AHEAD, PEERLESSLY PRESENTED BY:

STAN **JOHNNY**
(THE MAN) And (RING-A-DING)
LEE **ROMITA**

WITH AN ADMIRABLE ASSIST BY:
DASHING DONNIE HECK & MIGHTY MICKEY DEMEO
AND THE EVER-LOVIN' LETTERING OF:
SWINGIN' SAMMY ROSEN

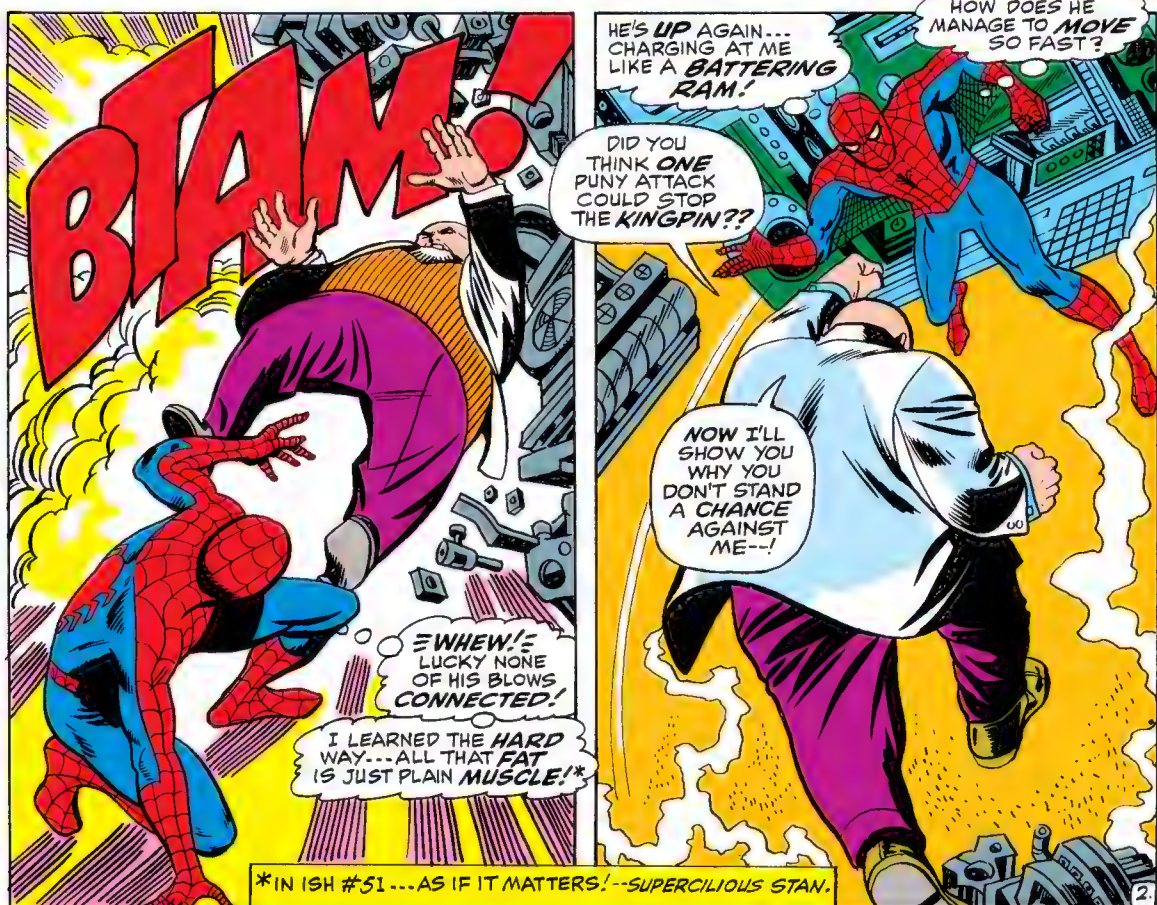


STAND **STILL**, YOU BLASTED WALL-CRAWLING MEDDLER, OR I'LL... I'LL...

IF YOU WANT A **BACKSTOP** FOR THOSE PUDGY-HANDED **PUNCHES** OF YOURS...

GO FIND YOURSELF **ANOTHER BOY!**

==UNHHH!==



HE'S **UP** AGAIN... CHARGING AT ME LIKE A **BATTERING RAM!**

HOW DOES HE MANAGE TO **MOVE** SO FAST?

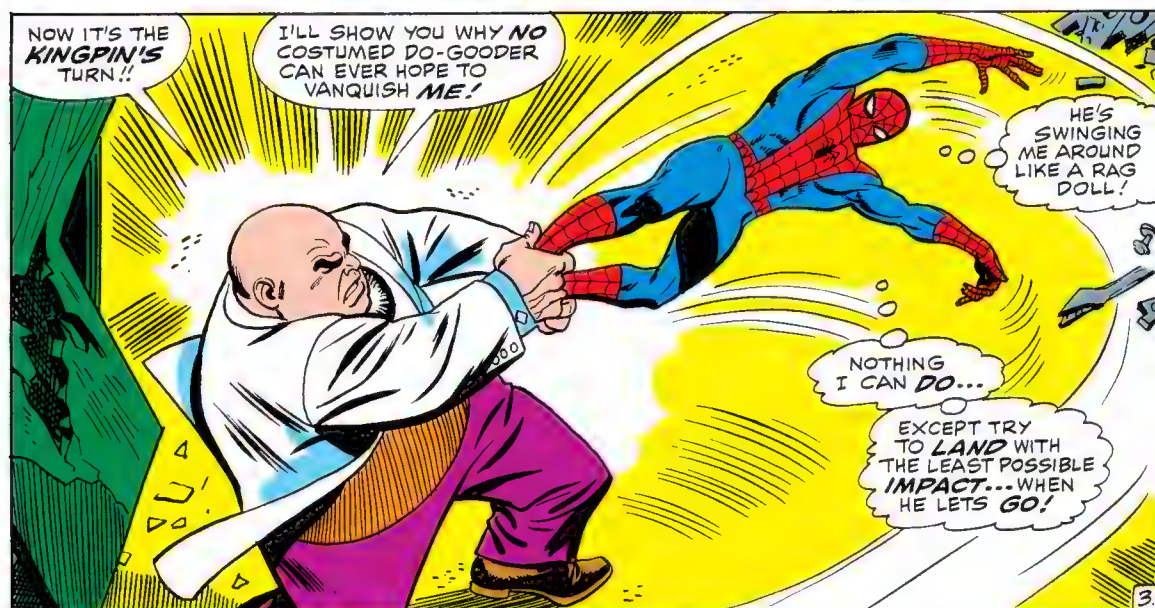
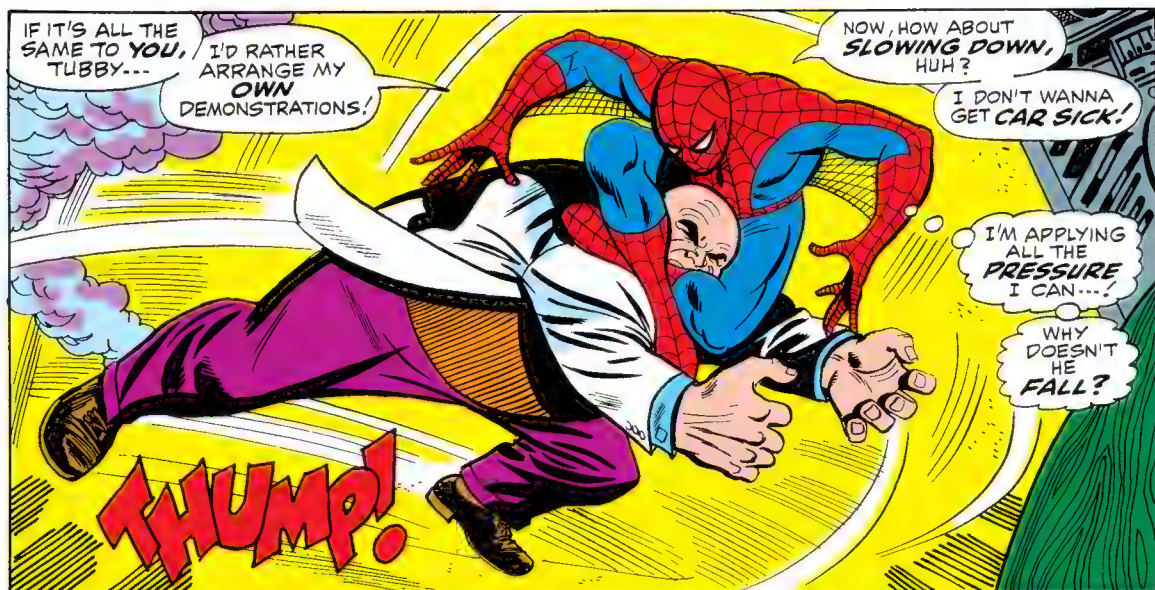
DID YOU THINK **ONE** PUNY ATTACK COULD STOP THE **KINGPIN??**

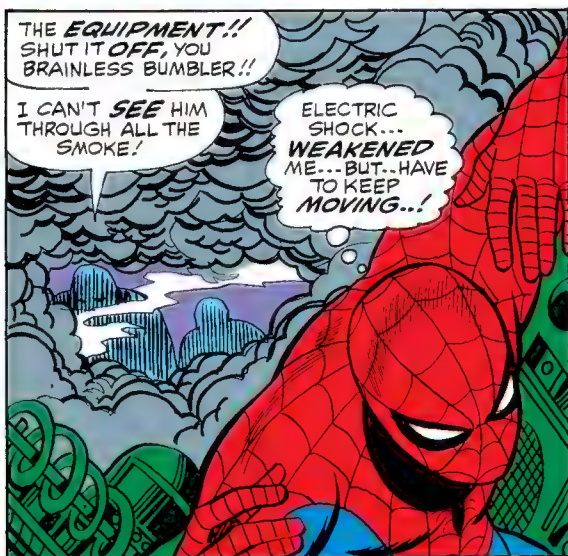
NOW I'LL SHOW YOU WHY YOU DON'T STAND A CHANCE AGAINST ME--!

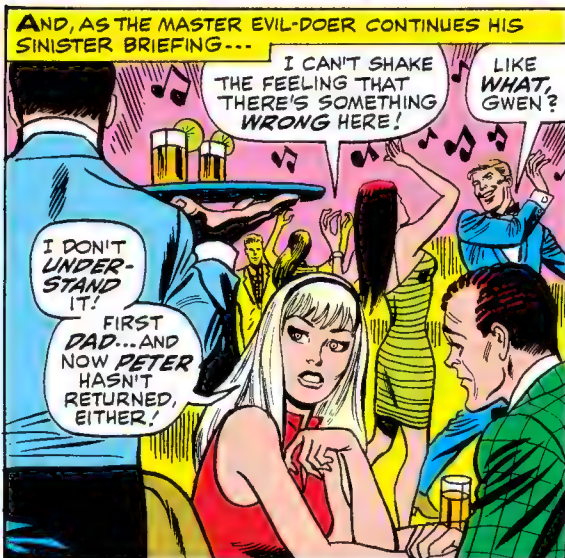
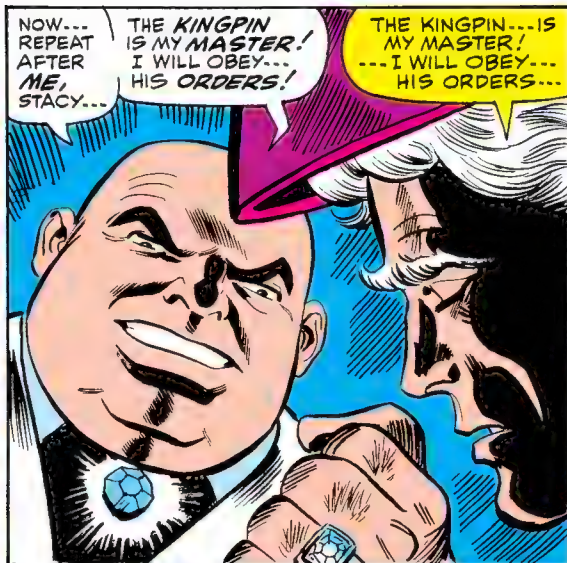
==WHEW!== LUCKY NONE OF HIS BLOWS **CONNECTED!**

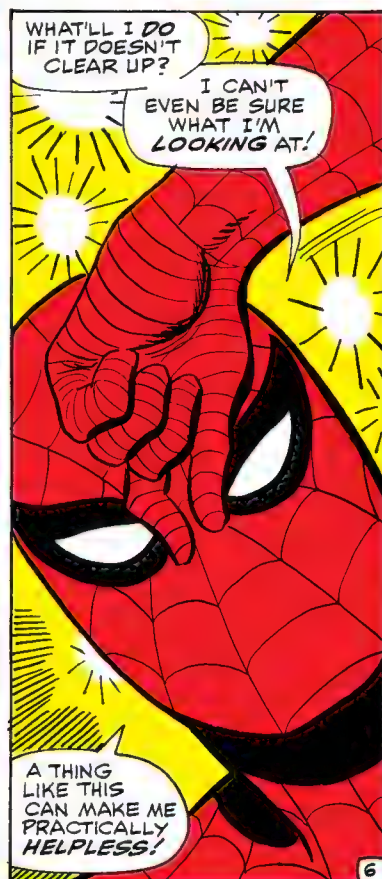
I LEARNED THE **HARD** WAY... ALL THAT **FAT** IS JUST PLAIN **MUSCLE!***

*IN ISH #51...AS IF IT MATTERS!--SUPERCILIOUS STAN.













MIGHT AS WELL
FACE IT...

I'M NO GOOD
TO ANYONE
LIKE THIS!

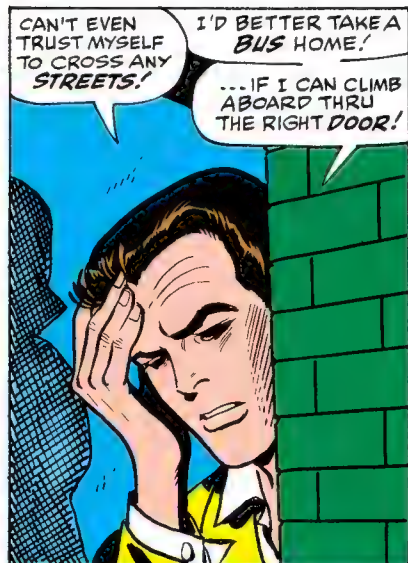
BETTER GET
BACK HOME...
FAST!



EVEN CRAWLING
DOWN THE WALL
WASN'T EASY!

IF THIS DOUBLE
VISION DOESN'T
LEAVE ME SOON...

THEN SPIDER-
MAN'S HAD IT!

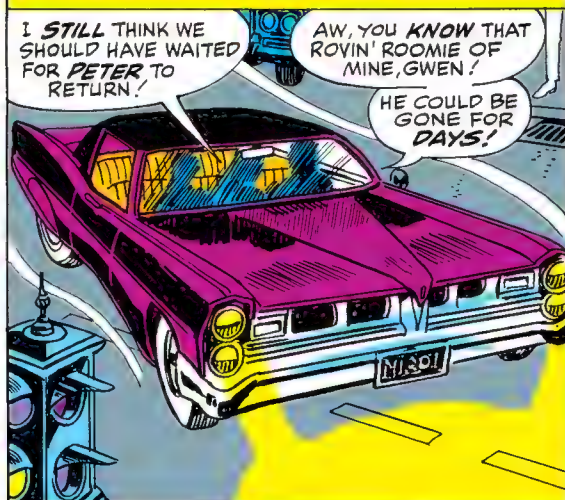


CAN'T EVEN
TRUST MYSELF
TO CROSS ANY
STREETS!

I'D BETTER TAKE A
BUS HOME!

...IF I CAN CLIMB
ABOARD THRU
THE RIGHT DOOR!

SECONDS LATER, AS PETER PARKER FALTERINGLY WALKS IN THE OPPOSITE DIRECTION...



I STILL THINK WE
SHOULD HAVE WAITED
FOR PETER TO
RETURN!

AW, YOU KNOW THAT
ROVIN' ROOMIE OF
MINE, GWEN!

HE COULD BE
GONE FOR
DAYS!



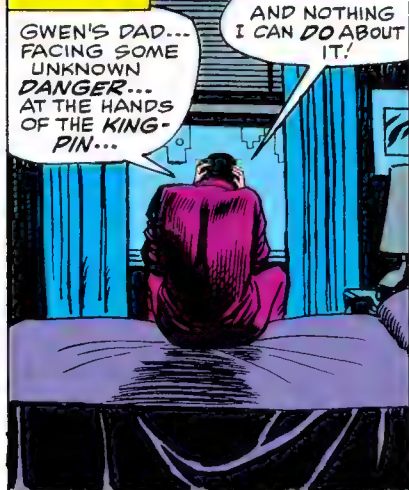
WHEN THAT SHUTTERBUG
IS AFTER SOME NEWS
PIX... FORGET IT!

DAD, DO YOU THINK
THAT... DAD?

IS... IS ANYTHING
WRONG?

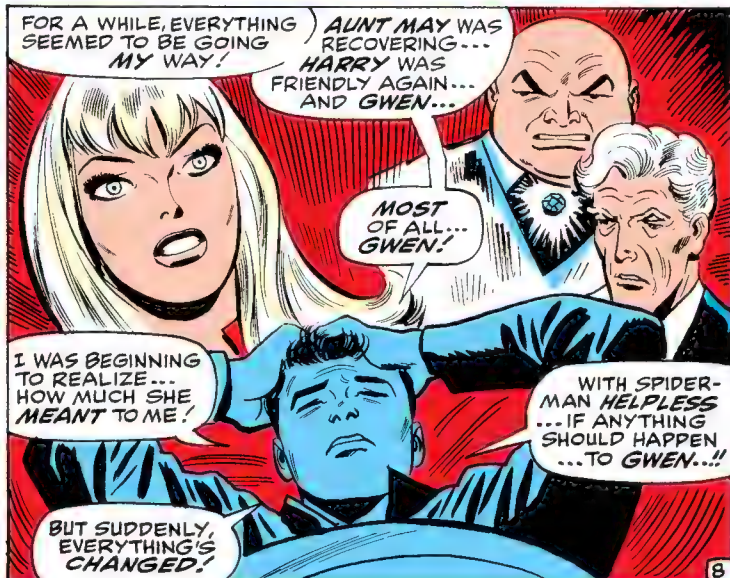
NO!... I'M JUST...
TIRED!

BUT, THERE ARE SOME THINGS EVEN WORSE THAN FATIGUE... AS OUR SORELY-TRIOUBLED HERO CAN TESTIFY...



GWEN'S DAD...
FACING SOME
UNKNOWN
DANGER...
AT THE HANDS OF THE KING-
PIN...

AND NOTHING
I CAN DO ABOUT
IT!



FOR A WHILE, EVERYTHING
SEEMED TO BE GOING
MY WAY!

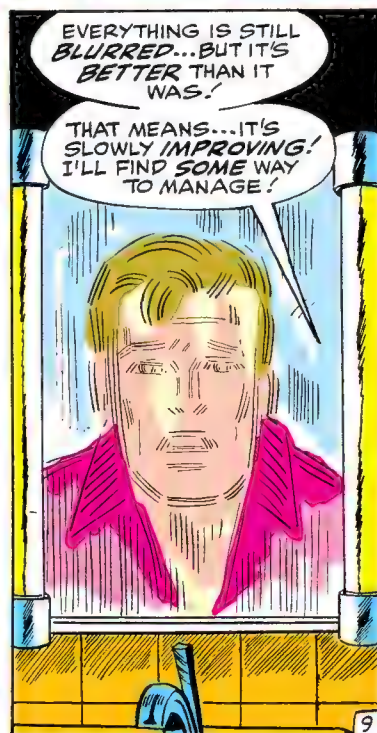
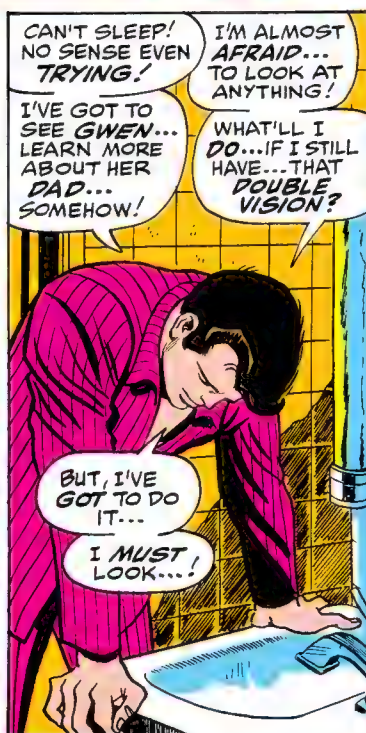
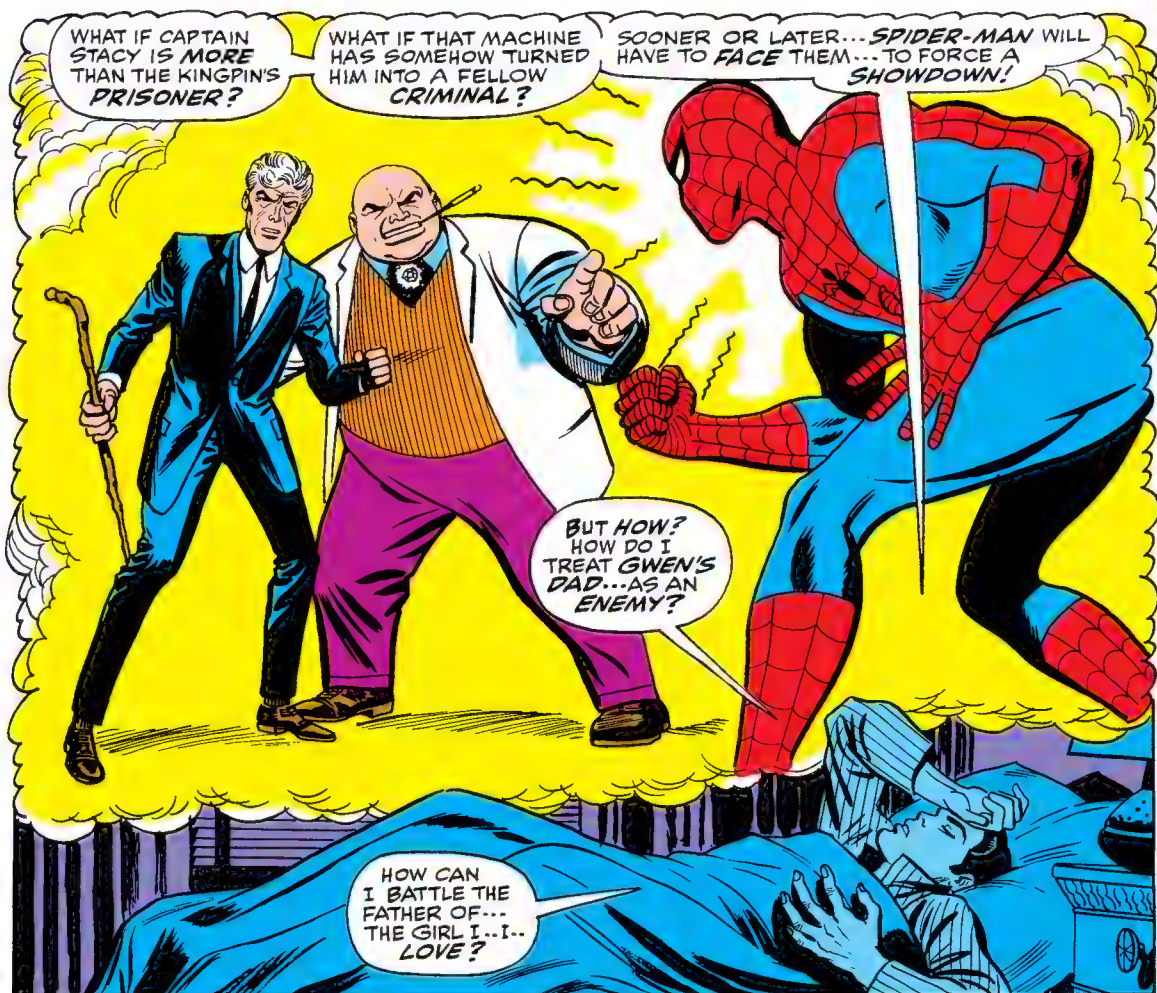
AUNT MAY WAS
RECOVERING...
HARRY WAS
FRIENDLY AGAIN...
AND GWEN...

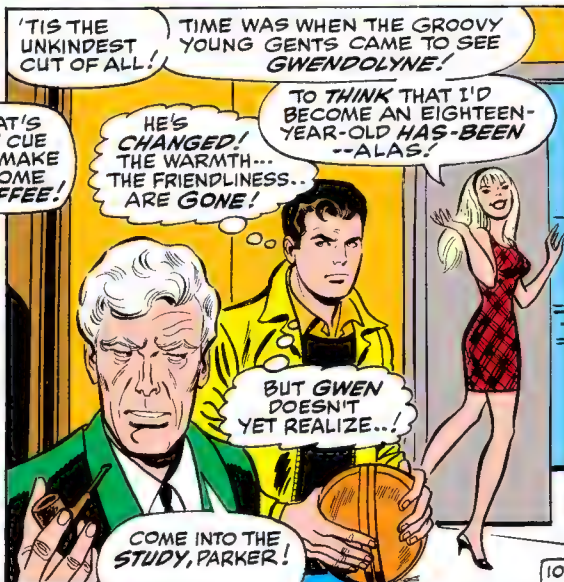
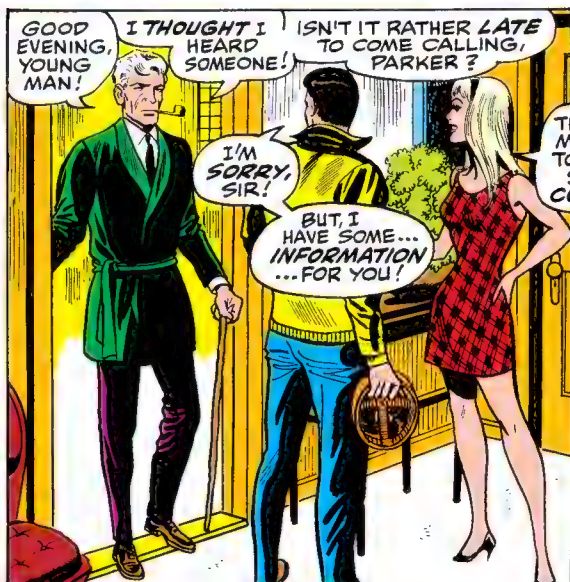
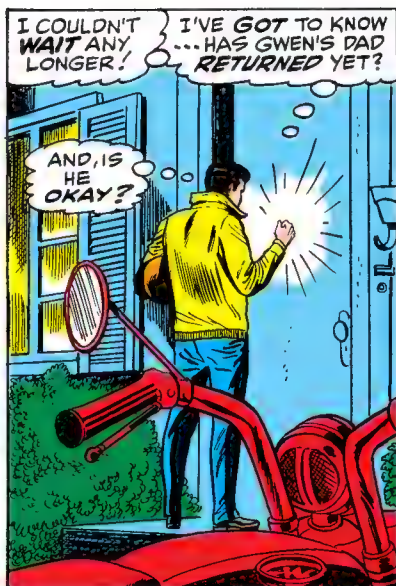
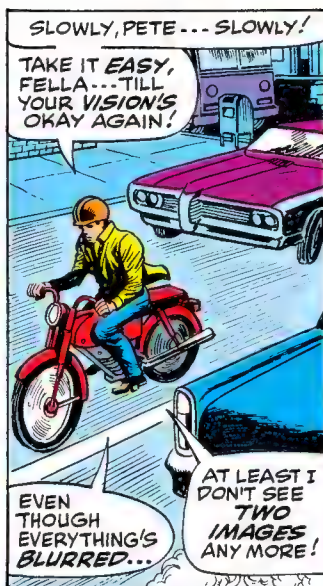
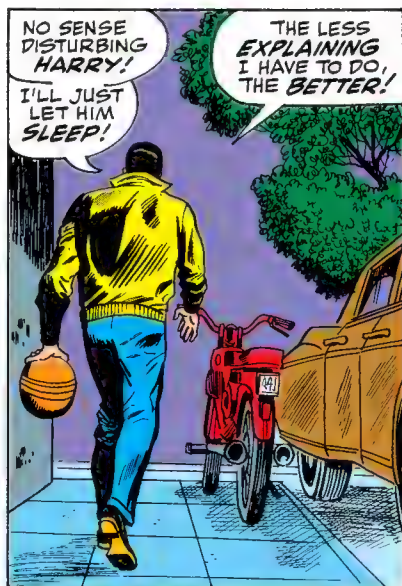
MOST
OF ALL...
GWEN!

I WAS BEGINNING
TO REALIZE...
HOW MUCH SHE
MEANT TO ME!

BUT SUDDENLY,
EVERYTHING'S
CHANGED!

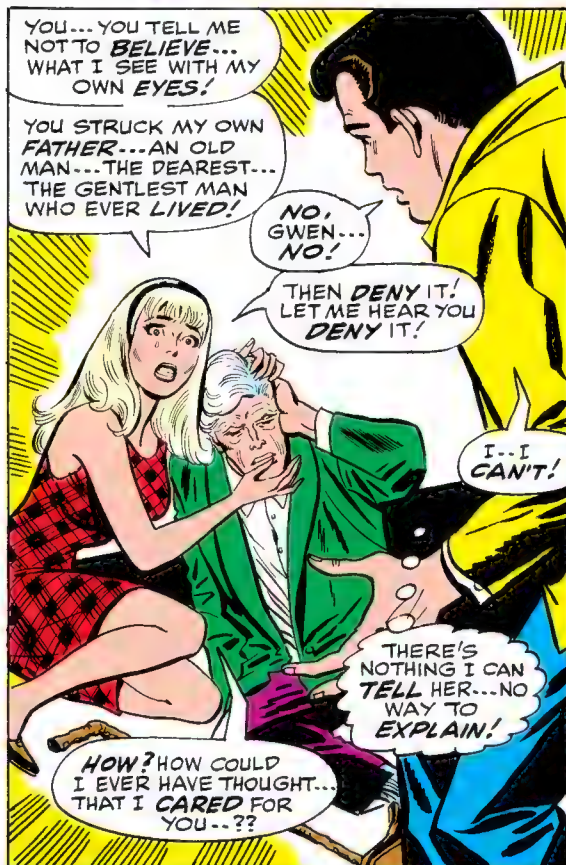
WITH SPIDER-
MAN HELPLESS
...IF ANYTHING
SHOULD HAPPEN
...TO GWEN...!!

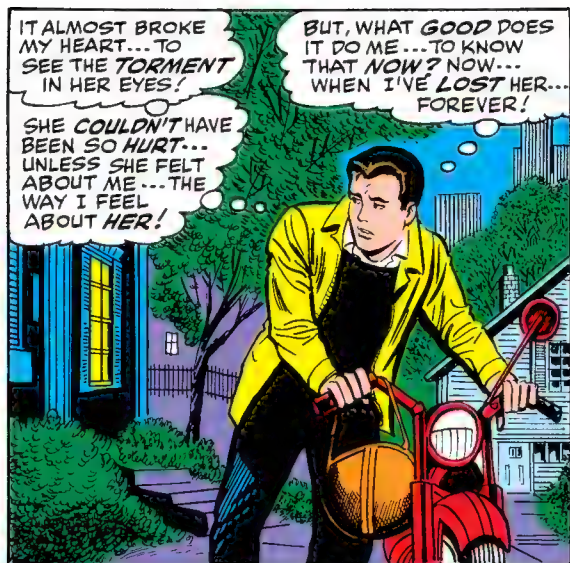


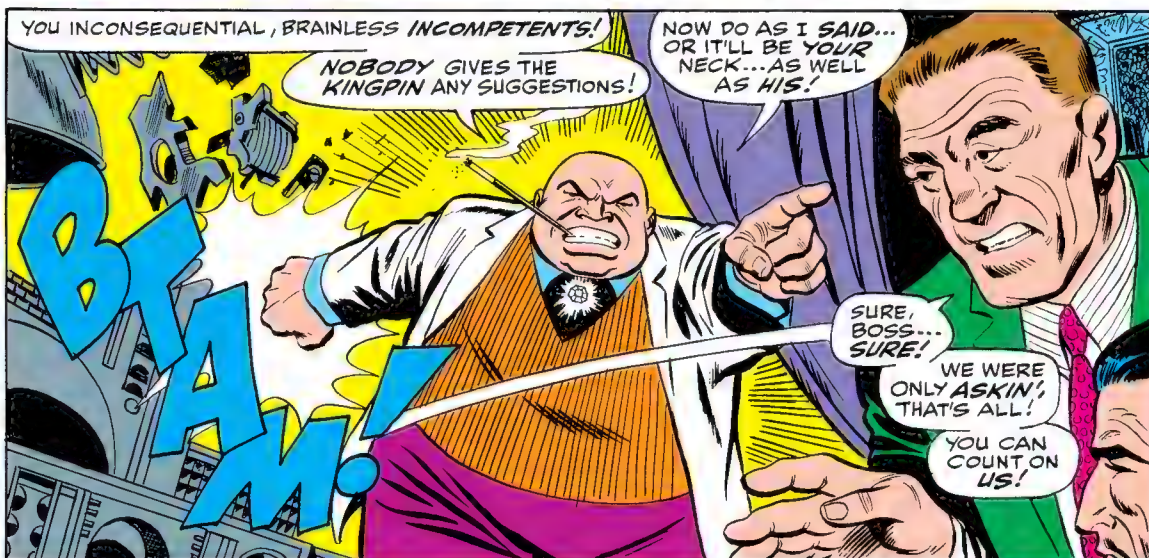
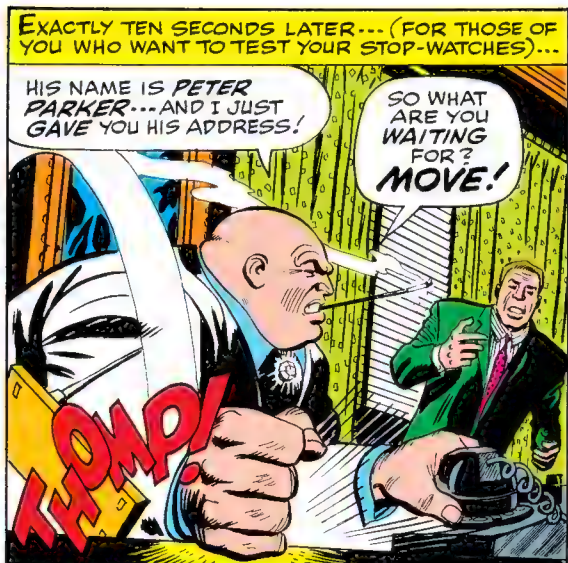




AND, NO SOONER DOES CAPTAIN STACY STRIKE THE FLOOR, THAN PETER PARKER'S MOST DESPERATE FEAR IS DRAMATICALLY REALIZED...







THEN, AS THE LONG, FATEFUL MINUTES TICK BY...

IS SOMETHING **WRONG**, DEAR? YOU DON'T SEEM **YOURSELF**, TODAY!

I HOPE YOU'VE BEEN TAKING YOUR **VITAMIN PILLS**, PETER!

YOU KNOW HOW **EASILY** YOU **TIRE**!

DON'T WORRY ABOUT **ME**, AUNT MAY!

I'M ALWAYS A LITTLE **KEYED-UP**... JUST BEFORE **EXAMS**!



MEANWHILE, AT PETE'S APARTMENT...

WHOM DID YOU SAY YOU WANT?

A PUNK NAMED **PARKER**... AND YOU DON'T FIT HIS DESCRIPTION!

WE GOT TIRED OF **WAITIN'** OUTSIDE... SO WE FIGURED WE'D COME AND **GET 'IM**!

HE'S NOT HERE! AND, EVEN IF HE **WERE**...

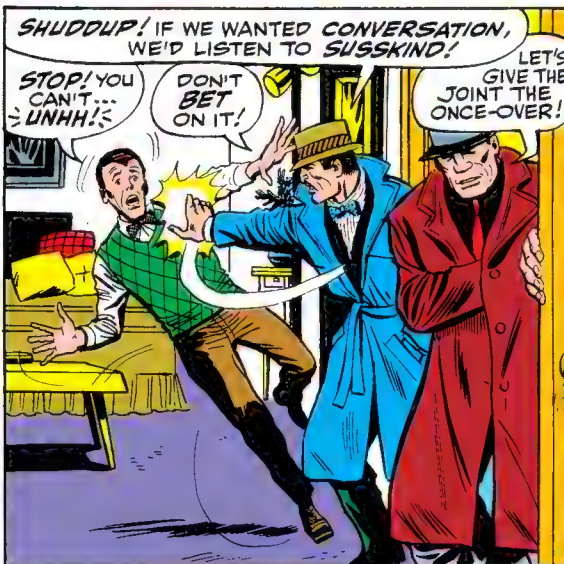


SHUDDUP! IF WE WANTED **CONVERSATION**, WE'D LISTEN TO **SUSSKIND**!

STOP! YOU CAN'T... **UNHH!**

DON'T **BET** ON IT!

LET'S GIVE THE **JOINT** THE **ONCE-OVER**!



NUTS! EVEN A **BEDBUG** COULDN'T HIDE IN **HERE**!

MAYBE SOMEONE TIPPED 'IM OFF AND HE FLEW THE **COOP**!

YEAH! A **FAT LOTTA GOOD** IT'LL DO HIM!



WE'LL BE **BACK**, JUNIOR!

AND IF WE FIND OUT THAT YA TIPPED **PARKER** OFF... WE'LL BE **REAL UNHAPPY**!

AND YOU WOULDN'T WANT US TO BE **UNHAPPY**, WOULDJA?

SO KEEP YER **TRAP SHUT**... OR WE'LL **CLOSE** IT FOR YA... FOR **GOOD**!



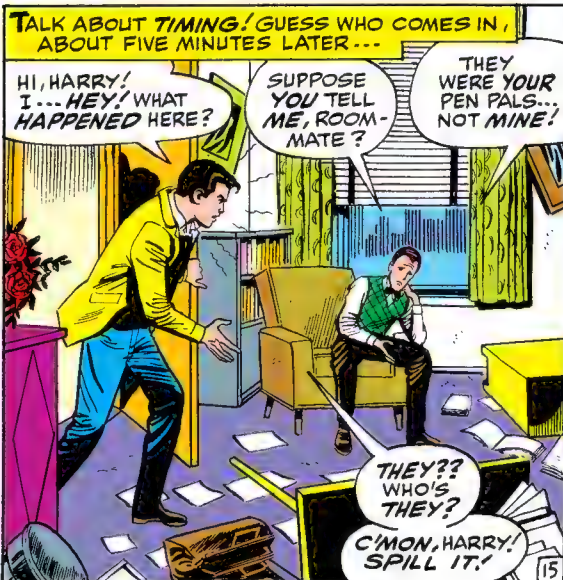
TALK ABOUT **TIMING**! GUESS WHO COMES IN, ABOUT FIVE MINUTES LATER...

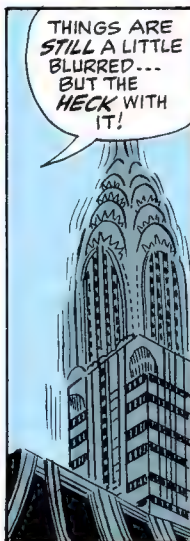
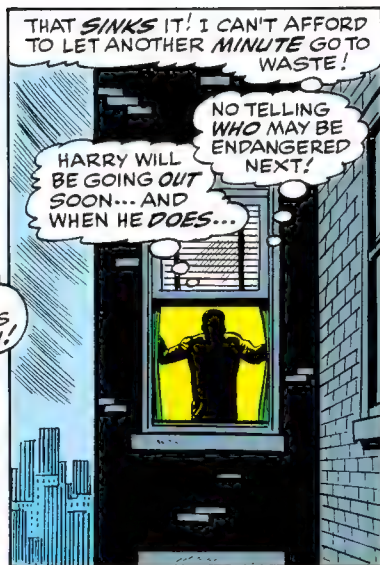
HI, **HARRY**! I... **HEY!** WHAT HAPPENED HERE?

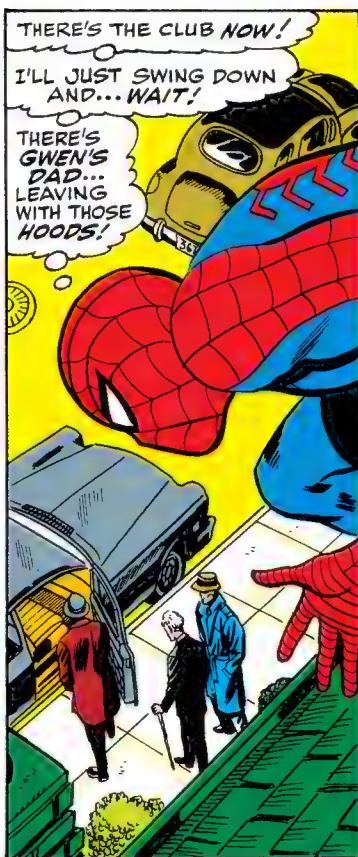
SUPPOSE YOU TELL ME, **ROOM-MATE**?

THEY WERE YOUR **PEN PALS**... NOT **MINE**!

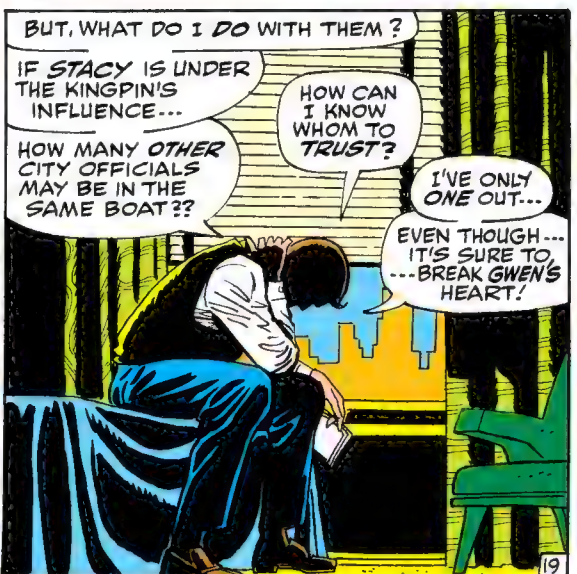
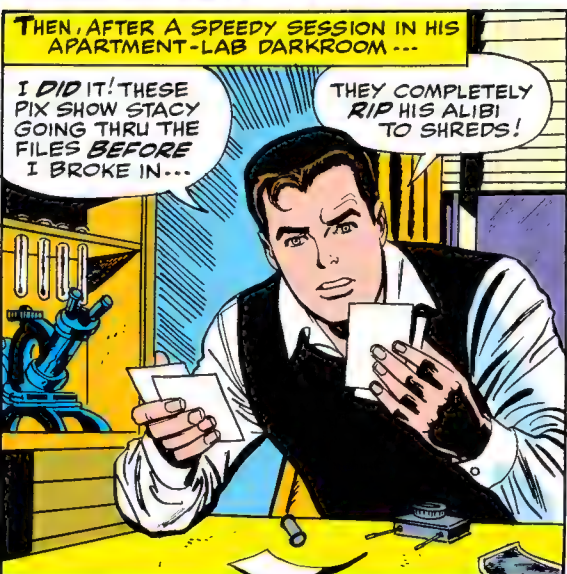
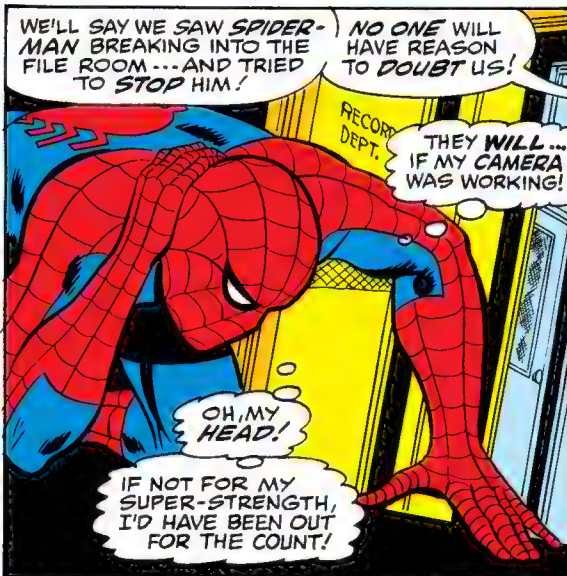
THEY?? WHO'S THEY? C'MON, **HARRY**, SPILL IT!













I'VE GOT TO DELIVER THE PICTURES TO JAMESON!

HE'LL PRINT THEM IN THE *BUGLE* FOR THE WORLD TO SEE!



IT'S THE ONLY WAY TO **HELP** GWEN'S DAD!

I KNOW HE'S NOT HIMSELF! I KNOW THE KINGPIN HAS FOUND A WAY TO **CONTROL** HIM!

BUT HE CAN'T BE CURED TILL THE KINGPIN'S **SMASHED**!



FORGIVE ME, GWEN... I'M DOING IT FOR HIS OWN GOOD... AND OURS!

MR. JAMESON... I BROUGHT SOME **NEW PICTURES** FOR YOU!

TOO BAD I LET THE **BRASS BAND** GO HOME!



IT WAS BEGINNING TO LOOK LIKE YOU FORGOT HOW TO TAKE ANY---**HEY!!**

IF THESE ARE WHAT I **THINK...** THEY'RE **DYNAMITE!!**

THEY'RE WHAT YOU **THINK**, ALL RIGHT!



ROBBIE, BABY... THIS IS JJ!

SCRATCH THE FRONT PAGE, SWEETIE! THE **SCOOP OF THE YEAR** JUST DROPPED IN OUR LAP!

GEORGE STACY... STEALING POLICE RECORDS!!

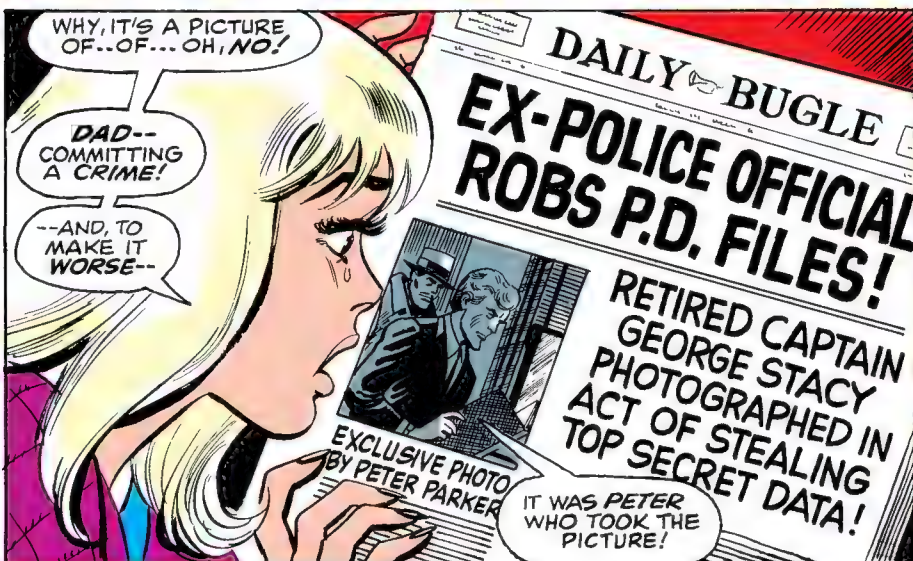
YEAH... HOORAY!



FINALLY, THE NEW EDITION IS DELIVERED THRUOUT THE CITY...

PERHAPS READING THE **PAPER** CAN HELP ME STOP THINKING OF **PETER...**

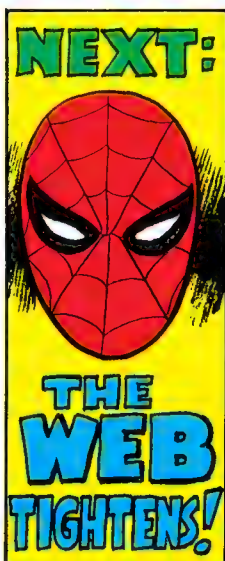
OH, IT'S A **SPECIAL EDITION!**



WHY, IT'S A PICTURE OF...OF... OH, NO!

DAD-- COMMITTING A CRIME!

--AND, TO MAKE IT **WORSE--**



NEXT:



THE WEB TIGHTENS!



the AMAZING SPIDER-MAN™

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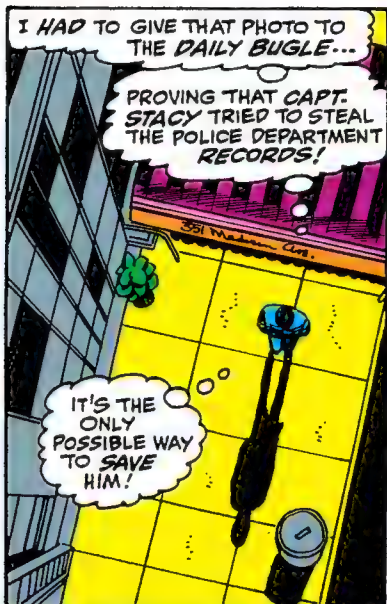
MCG

O, WHAT A
TANGLED WEB
WE WEAVE..!

THE AMAZING SPIDER-MAN!™

WHAT A TANGLED WEB WE WEAVE..!

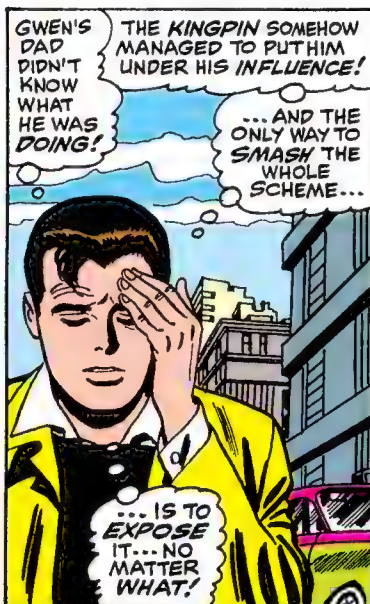




I HAD TO GIVE THAT PHOTO TO THE DAILY BUGLE...

PROVING THAT CAPT. STACY TRIED TO STEAL THE POLICE DEPARTMENT RECORDS!

IT'S THE ONLY POSSIBLE WAY TO SAVE HIM!



GWEN'S DAD DIDN'T KNOW WHAT HE WAS DOING!

THE KINGPIN SOMEHOW MANAGED TO PUT HIM UNDER HIS INFLUENCE!

... AND THE ONLY WAY TO SMASH THE WHOLE SCHEME...

... IS TO EXPOSE IT... NO MATTER WHAT!



BUT I CAN'T TELL GWEN WHAT I KNOW... WITHOUT TELLING HER HOW I LEARNED IT!

... WITHOUT GIVING MYSELF AWAY... AS SPIDER-MAN!

BUT NOW... WHAT HAPPENS NEXT?

WELL, SINCE PETE ASKED... LET'S FIND OUT...



UNAWARE THAT HER FATHER IS STILL AFFECTED BY THE BRAINWASHING HE SUFFERED UNDER THE KINGPIN'S STRANGE MACHINE...

... GORGEOUS GWEN STACY TEARFULLY, UNCOMPREHENDINGLY STARES AT THE INCRIMINATING FRONT-PAGE NEWS PHOTO, UNTIL...

WHAT IS IT, GWEN? WHAT HAVE YOU GOT THERE?

DAD! THIS PICTURE... OF YOU... BREAKING INTO THE POLICE FILES AT HEADQUARTERS...

HOW...? HOW CAN IT BE??

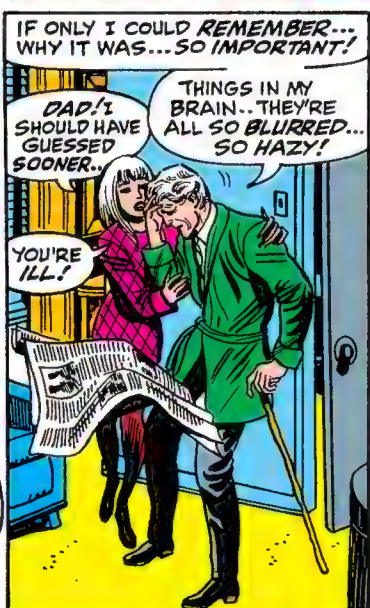
LET ME SEE THAT...!



I HAD TO DO IT! IT HAD TO BE DONE!

THEN... IT'S TRUE!

I CAN'T EVEN HOPE... CAN'T EVEN PRAY... THAT IT WAS A MISTAKE!



IF ONLY I COULD REMEMBER... WHY IT WAS... SO IMPORTANT!

DAD! I SHOULD HAVE GUESSED SOONER...

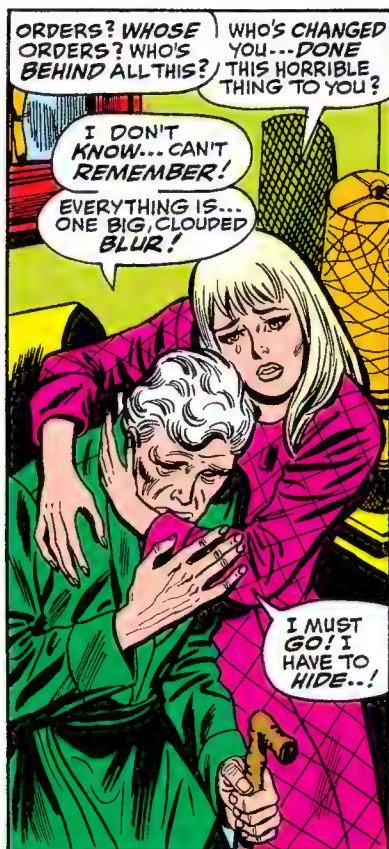
THINGS IN MY BRAIN... THEY'RE ALL SO BLURRED... SO HAZY!

YOU'RE ILL!



SOMETHING'S HAPPENED TO YOU! YOU DON'T KNOW WHAT YOU'RE DOING!

BUT... I MUST FOLLOW ORDERS! I CANNOT... DISOBEY!

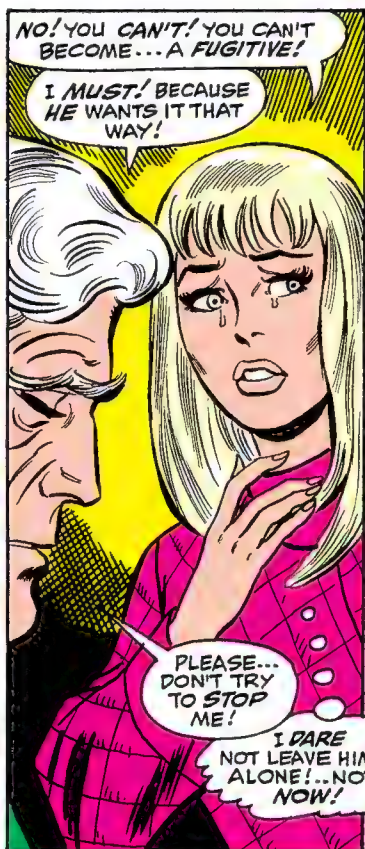


ORDERS? WHOSE ORDERS? WHO'S BEHIND ALL THIS? WHO'S CHANGED YOU... DONE THIS HORRIBLE THING TO YOU?

I DON'T KNOW... CAN'T REMEMBER!

EVERYTHING IS... ONE BIG, CLOUDED BLUR!

I MUST GO! I HAVE TO HIDE...!



NO! YOU CAN'T! YOU CAN'T BECOME... A FUGITIVE!

I MUST! BECAUSE HE WANTS IT THAT WAY!

PLEASE... DON'T TRY TO STOP ME!

I DARE NOT LEAVE HIM ALONE!...NOT NOW!



WHATEVER HAPPENS... I'LL BE WITH YOU, DAD!

I'LL LOOK AFTER YOU... UNTIL YOU CAN REMEMBER!

BUT, GWEN... I DON'T WANT YOU TO BECOME... INVOLVED!

I'M YOUR DAUGHTER! IF THERE'S DANGER AHEAD... WE'LL FACE IT TOGETHER!



AND, AS THE DOOR SOFTLY CLOSES BEHIND THEM...



NO ANSWER! WHERE CAN THEY BE?

I WAS A FOOL! I NEVER SHOULD HAVE LEFT THEM... NO MATTER HOW GWEN LOATHED ME!

WHAT IF THE KINGPIN TRIES TO SILENCE STACY... FOR GOOD?

I'VE GOT TO GET BACK TO THEM... WHILE THERE'S STILL TIME!

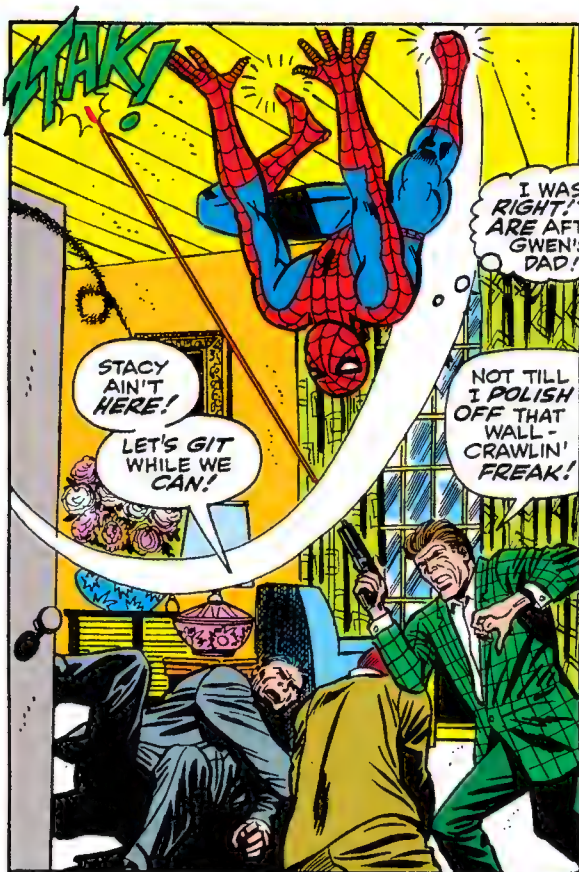


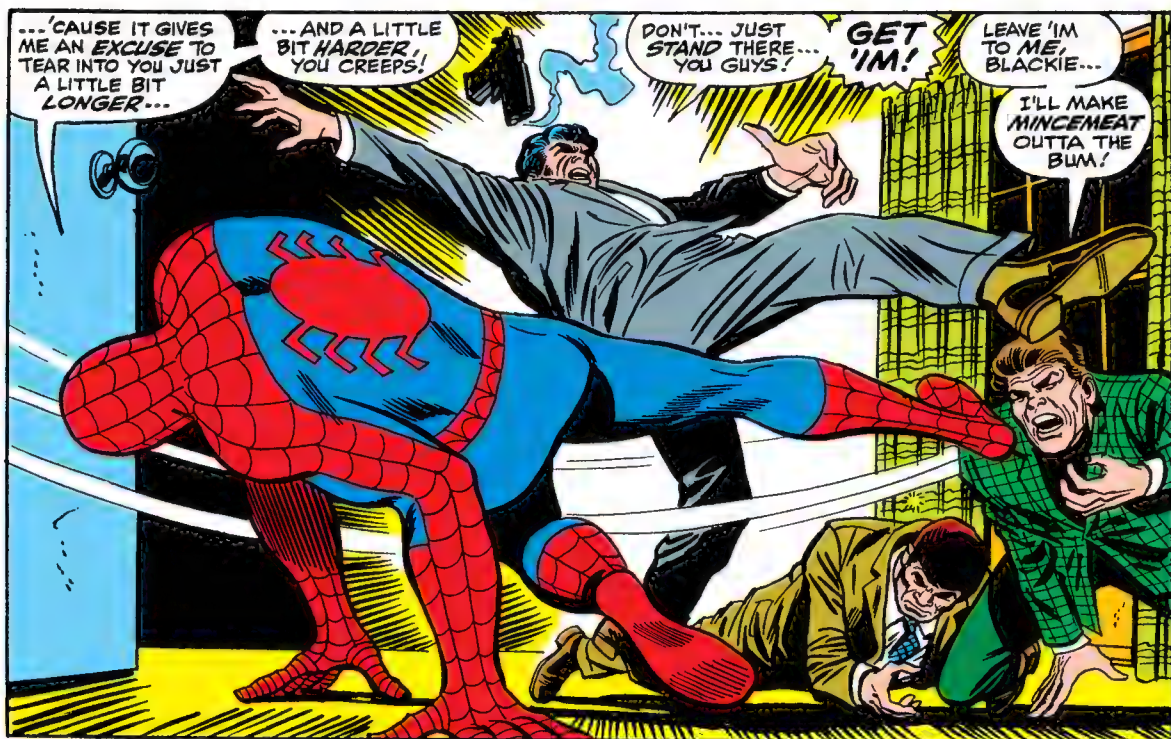
THAT IS... IF IT'S NOT ALREADY TOO LATE!

BUT I DON'T DARE THINK OF THAT!

ESPECIALLY WHEN I KNOW I LEFT HIM THERE ALONE... WITH GWEN!





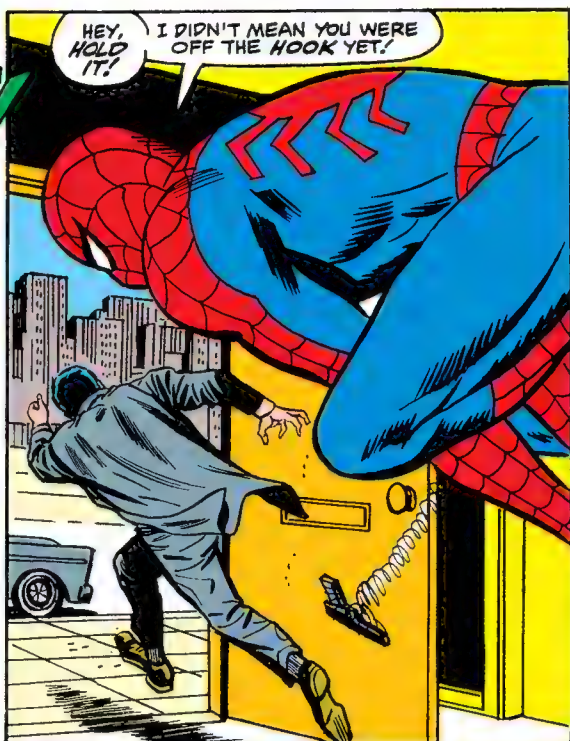




OKAY, CHARLIE... WE'VE GOTTA STOP SOME-TIME!

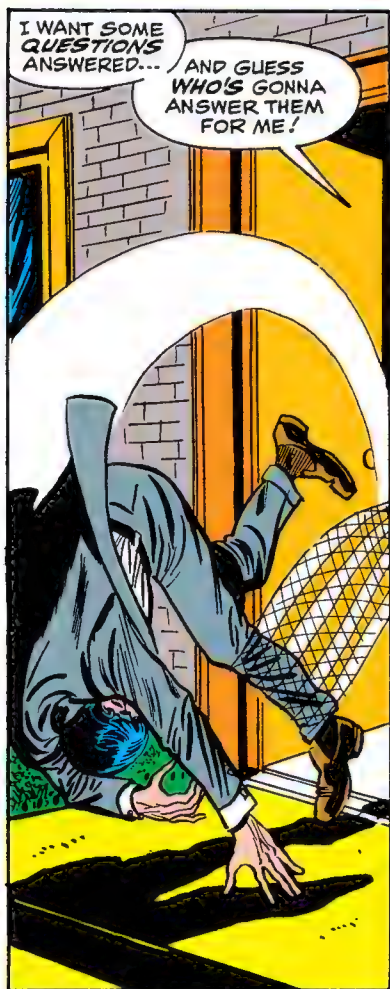
SANK!

WE DON'T WANNA MAKE A FEDERAL CASE OUT OF THIS!



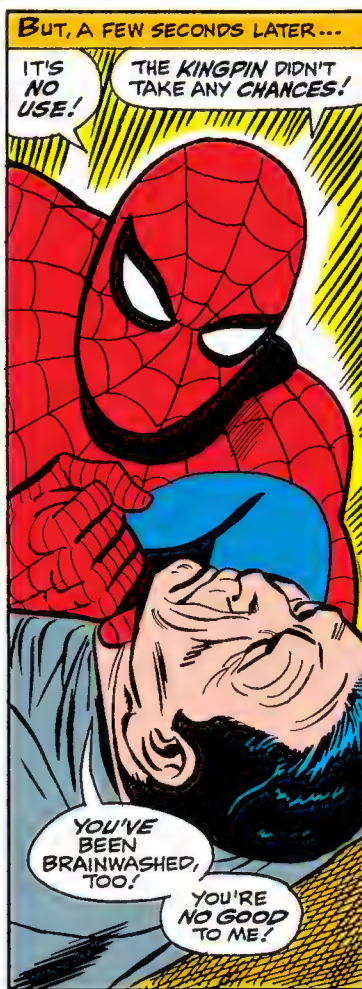
HEY, HOLD IT!

I DIDN'T MEAN YOU WERE OFF THE HOOK YET!



I WANT SOME QUESTIONS ANSWERED...

AND GUESS WHO'S GONNA ANSWER THEM FOR ME!



BUT, A FEW SECONDS LATER... IT'S NO USE! THE KINGPIN DIDN'T TAKE ANY CHANCES!

YOU'VE BEEN BRAINWASHED, TOO!

YOU'RE NO GOOD TO ME!



BUT NOW LET'S TURN OUR ATTENTION TO SOMEONE WHOM NOBODY COULD EVER SAY THAT ABOUT...

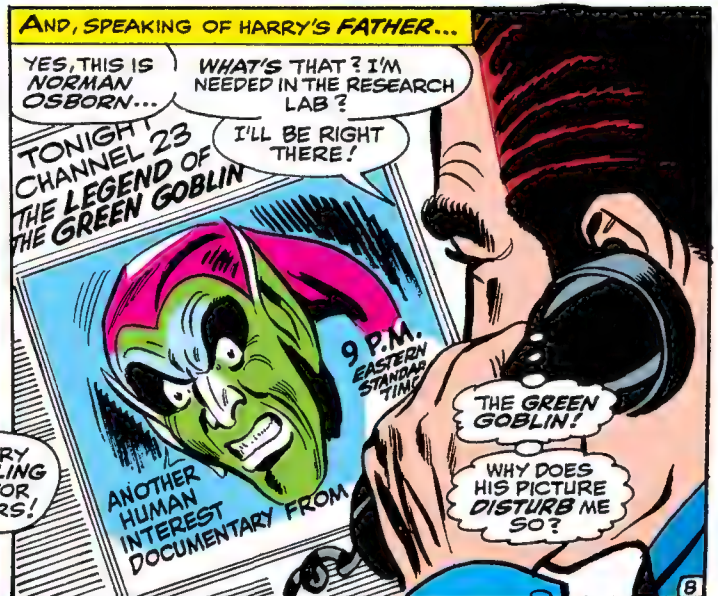
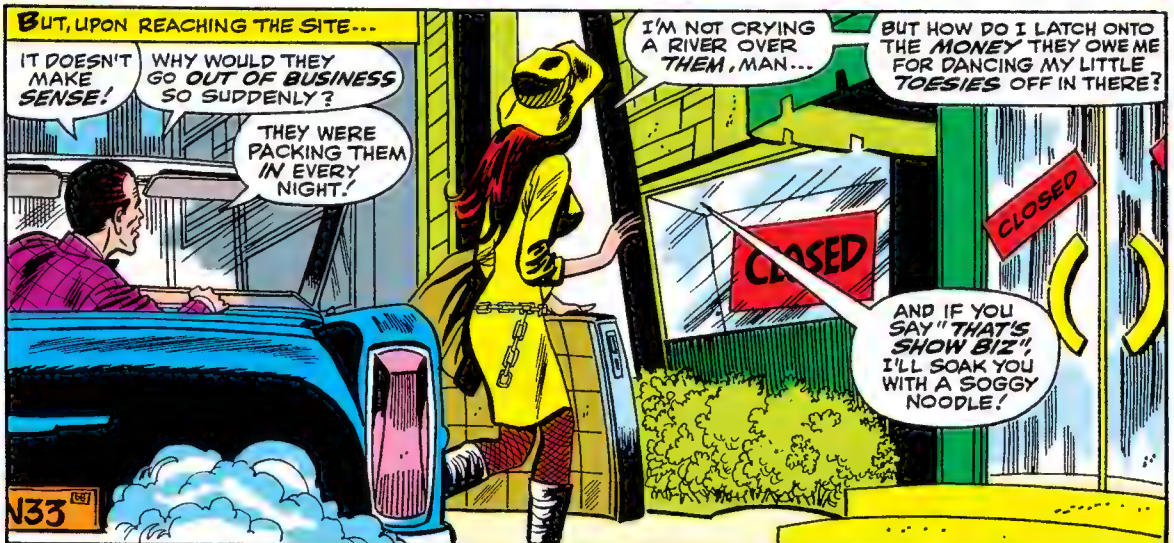
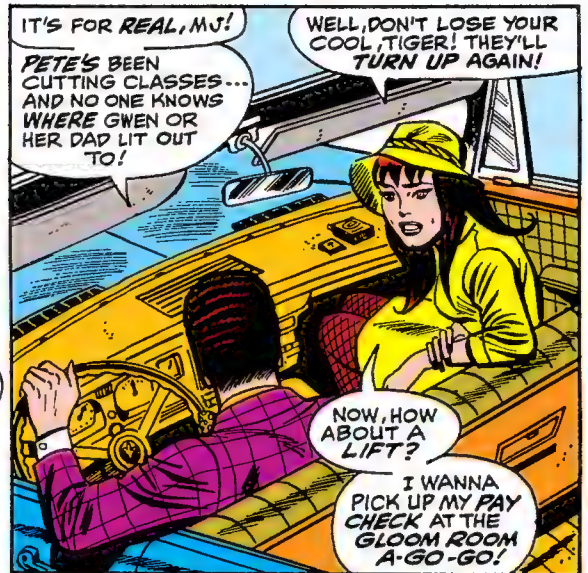
HI, HARRY-O! WHAT'S GROOVIN', GOOD GUY?

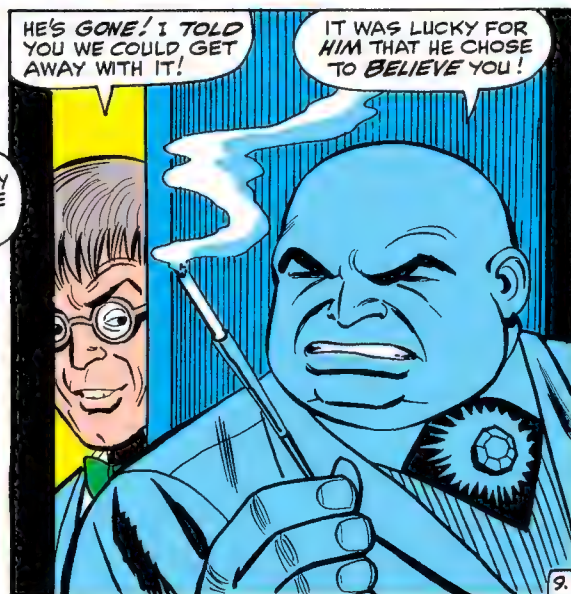
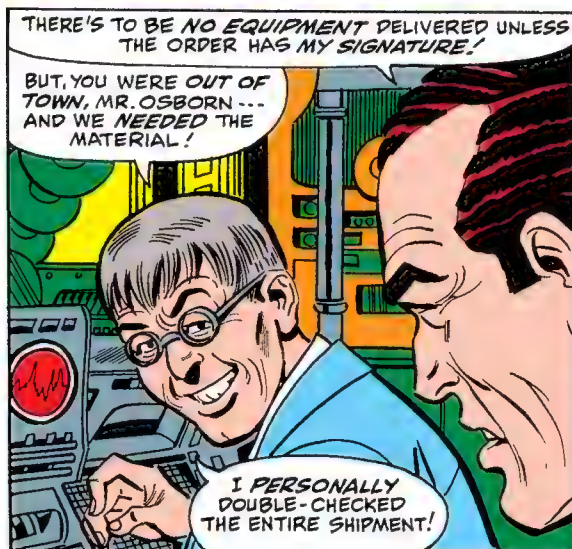
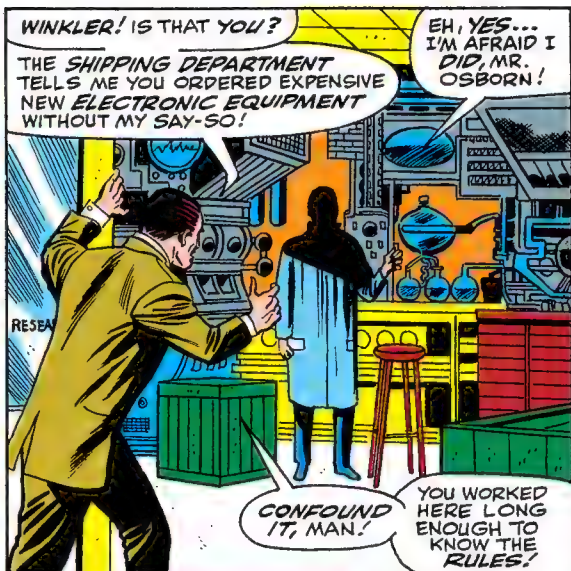
MARY JANE! BUT, WHY SO CHEERFUL?

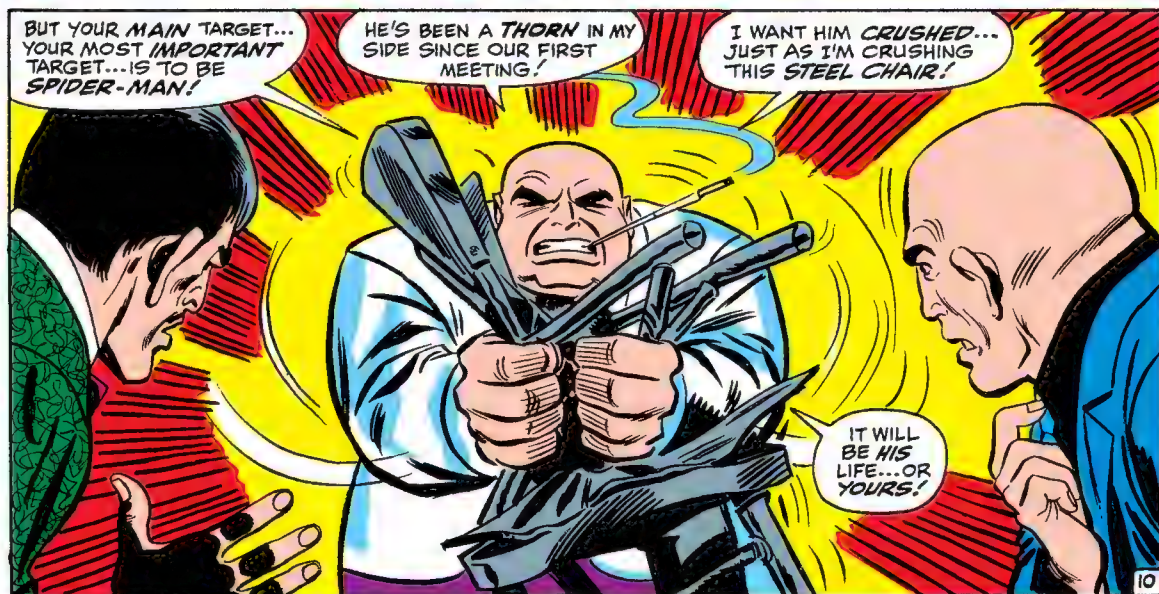
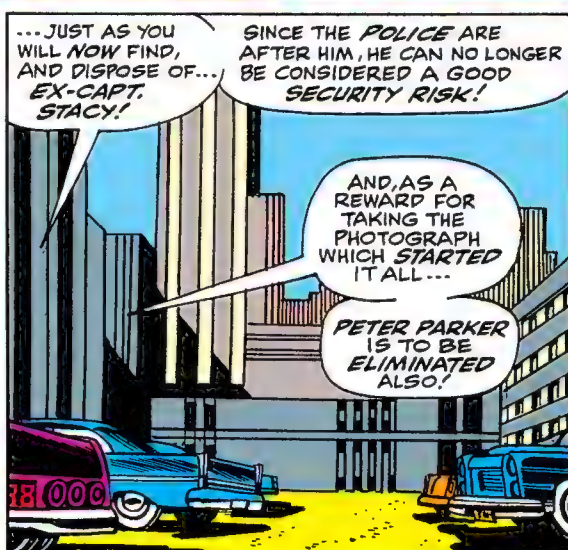
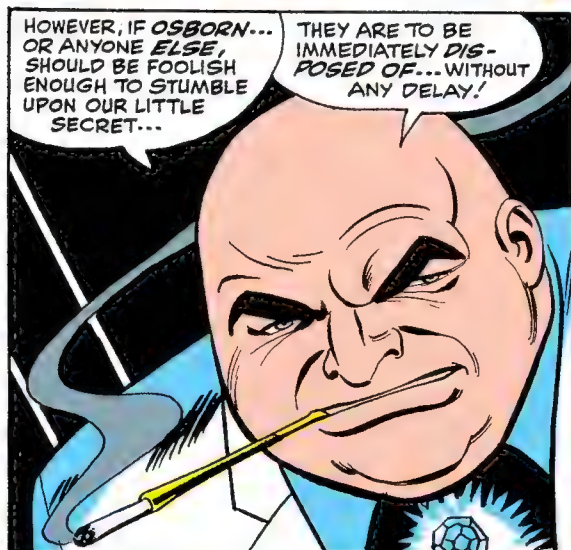
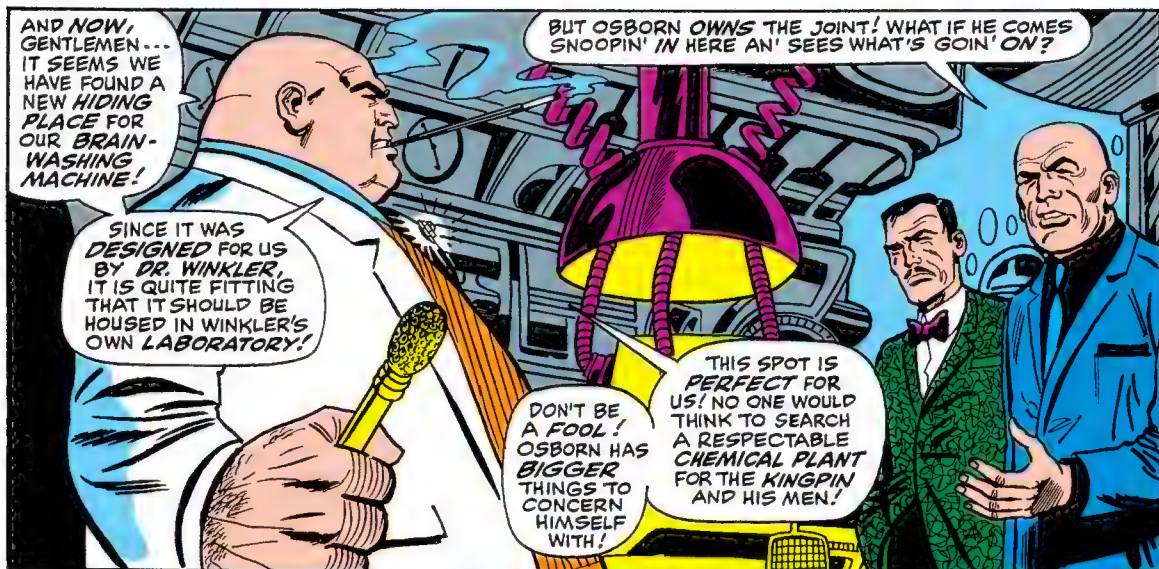
WHY NOT, DAD?

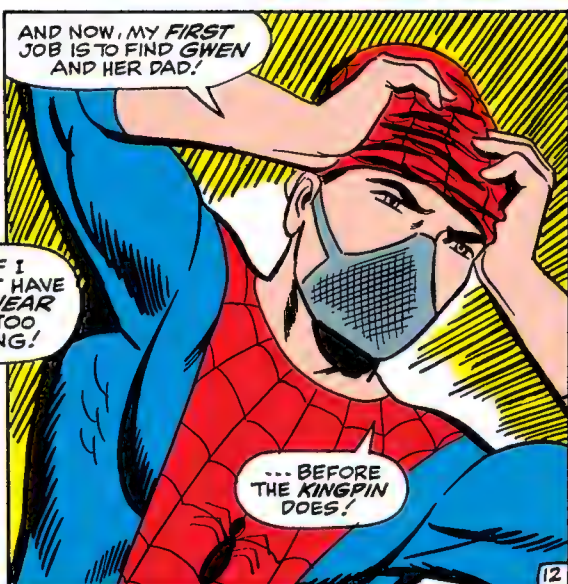
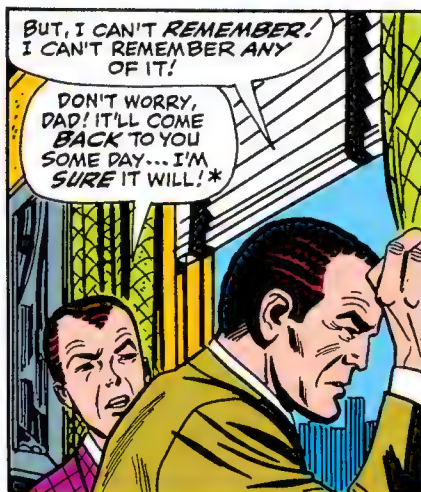
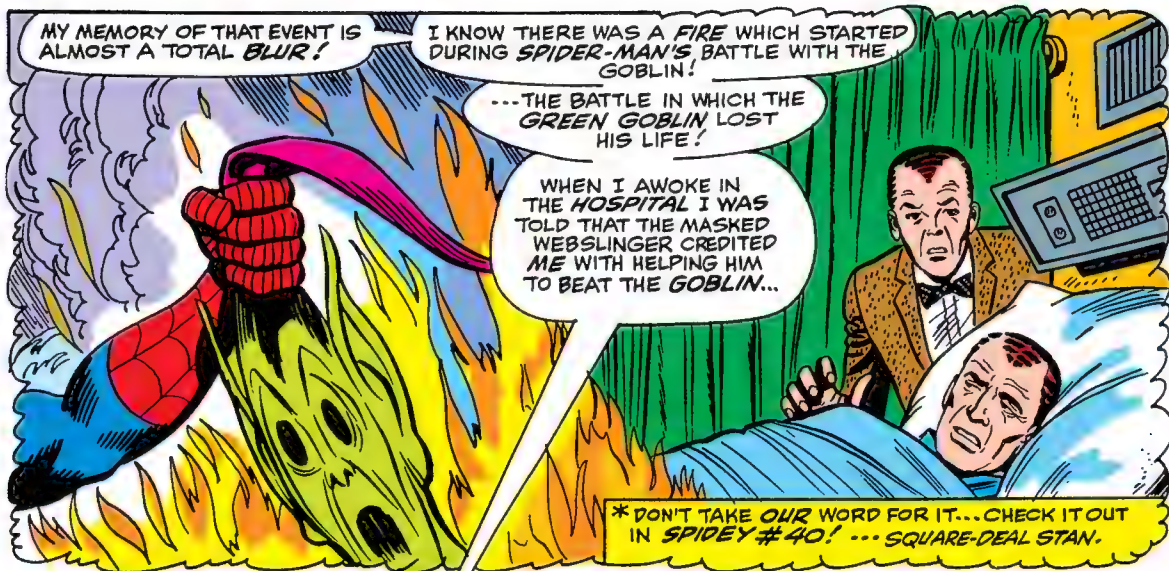
THERE ARE MORE THAN TWO BILLION PEOPLE ALIVE TODAY!

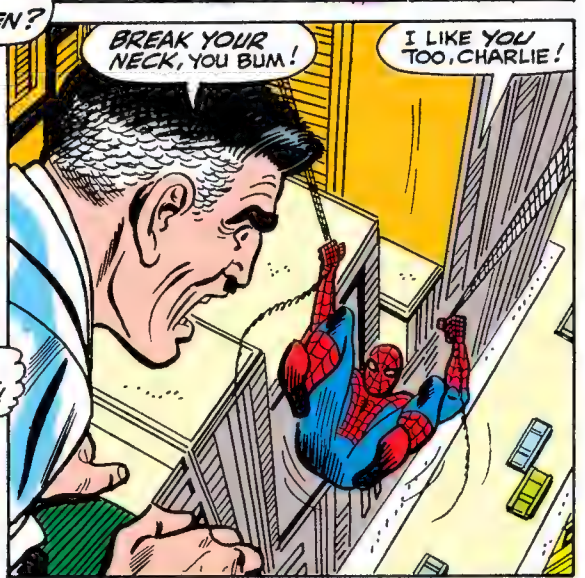
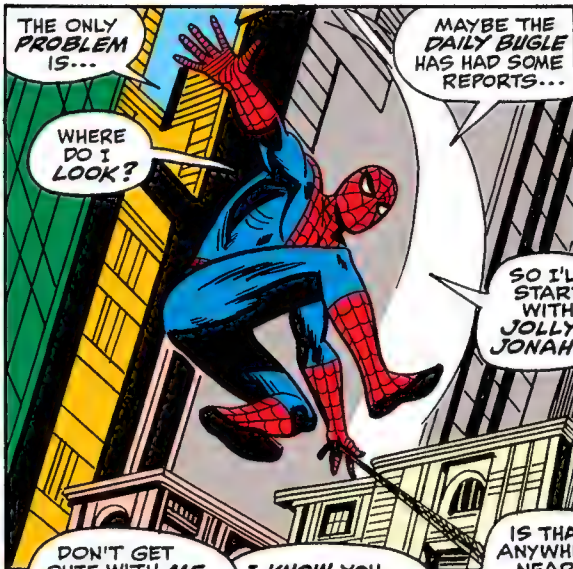
...AND HALF OF THEM ARE... MMM MALES!

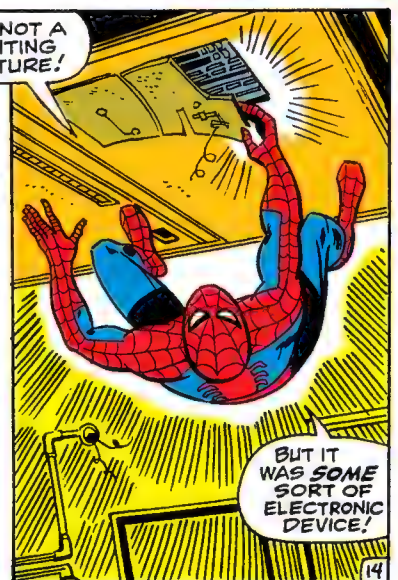
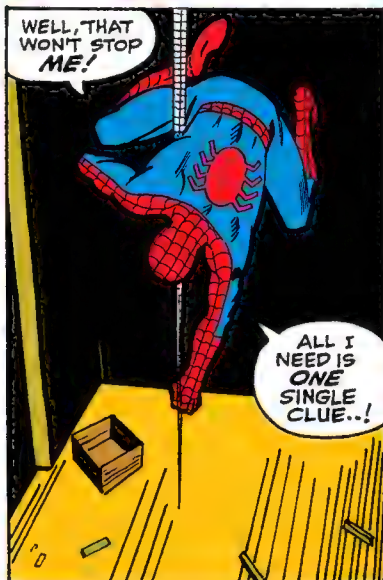
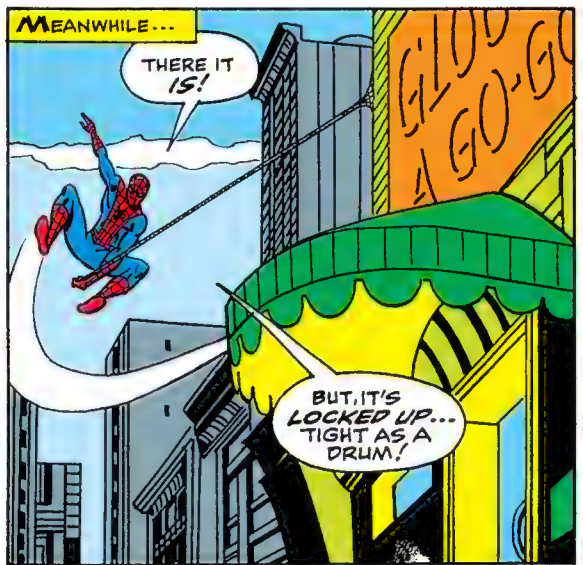
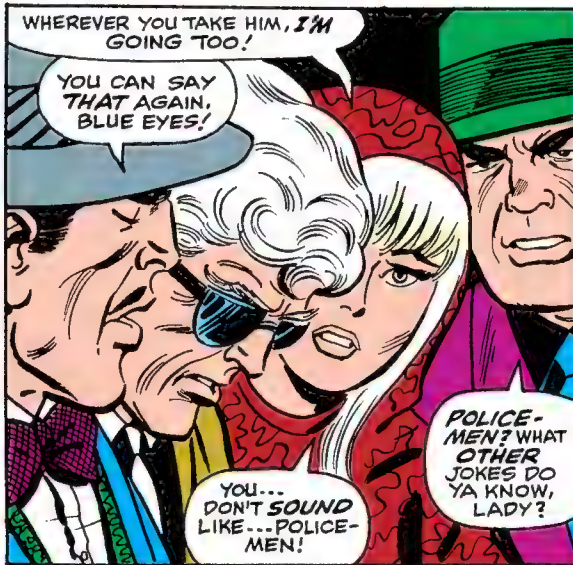
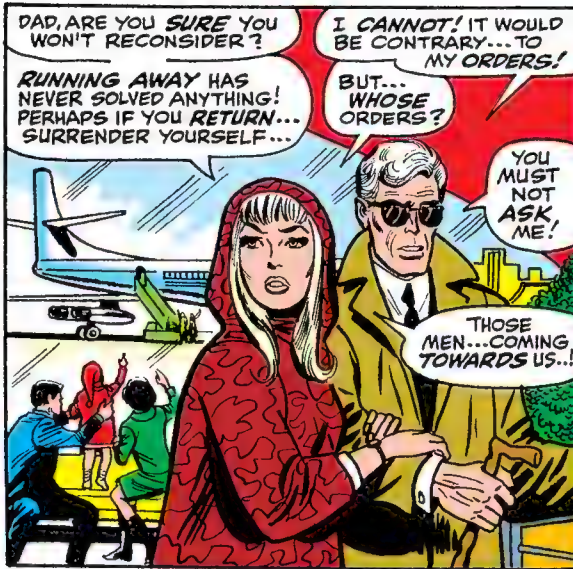


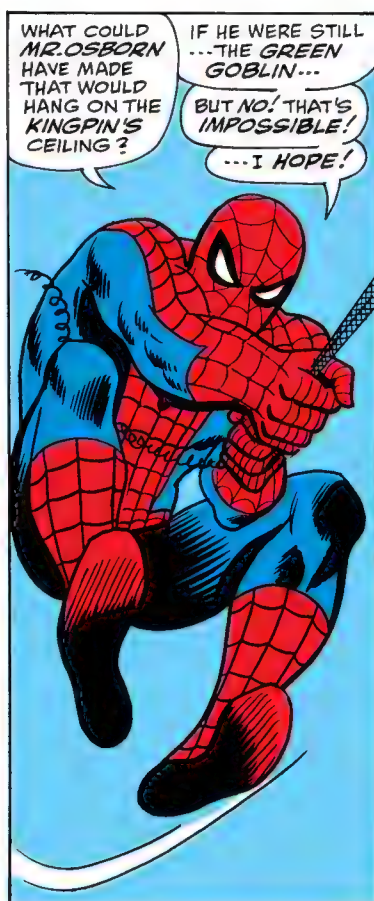
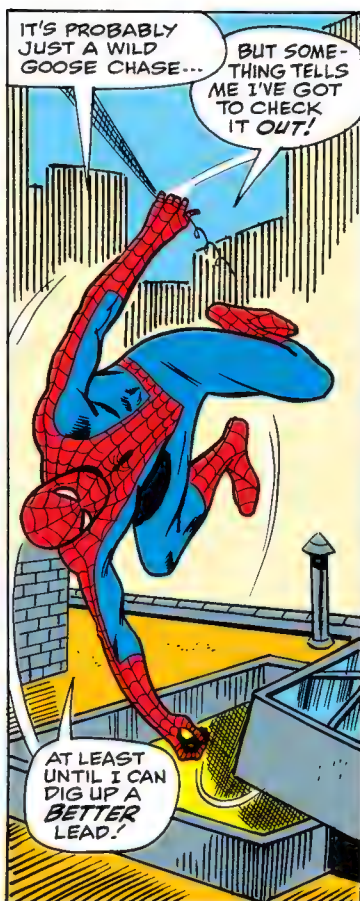
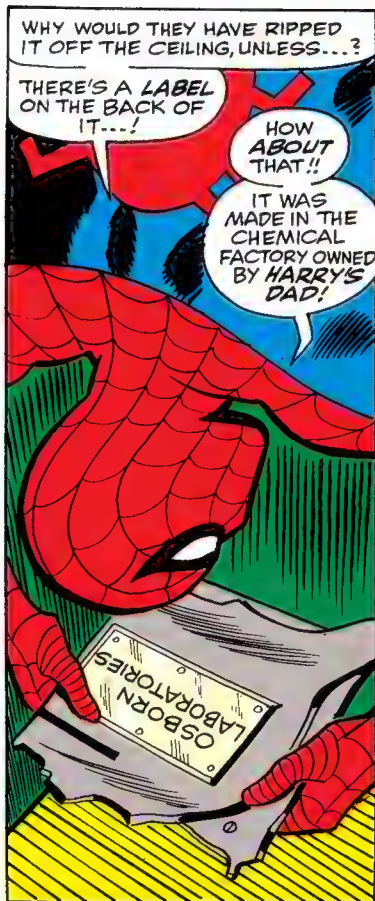




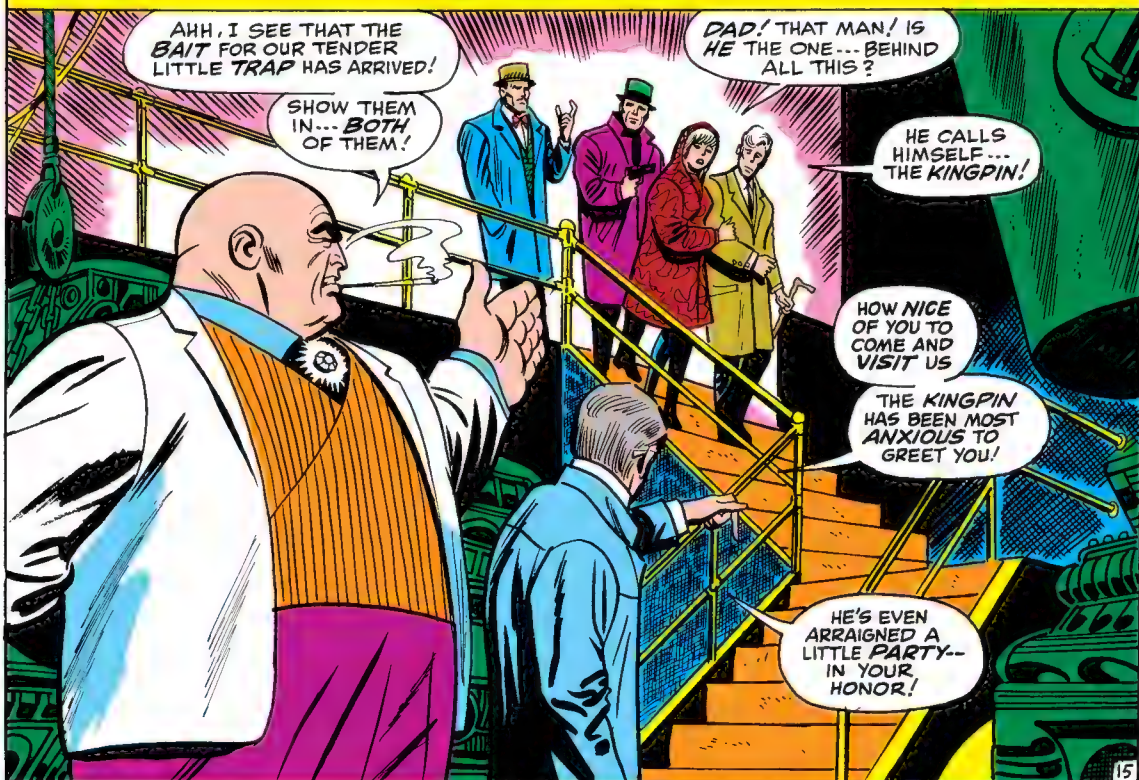


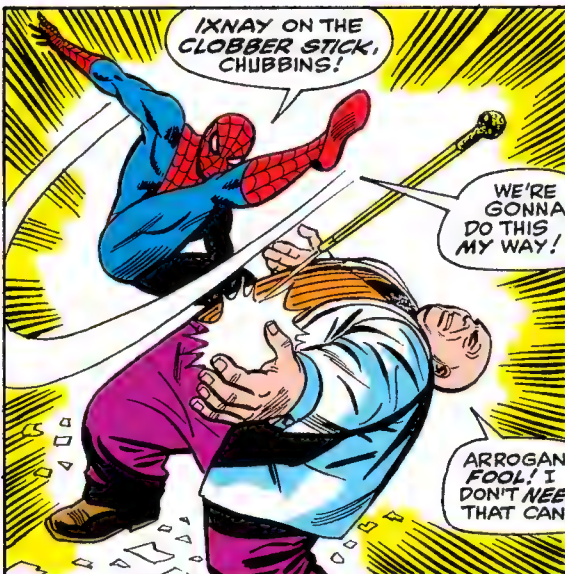
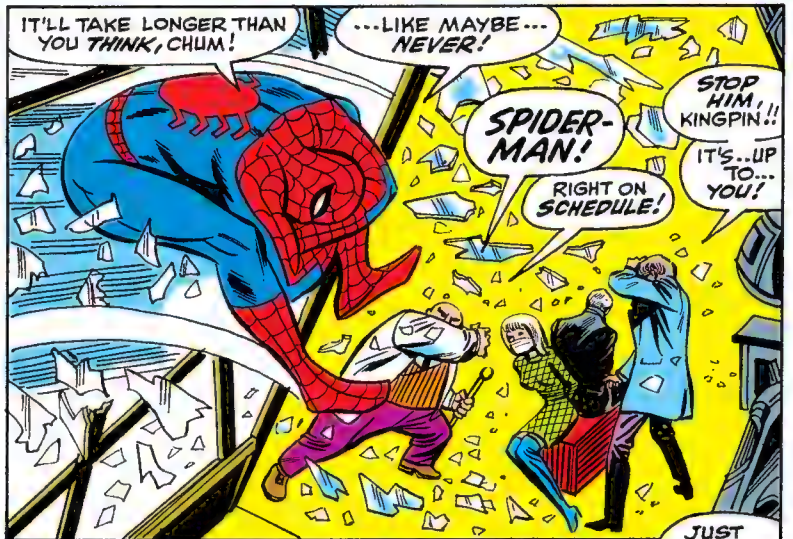
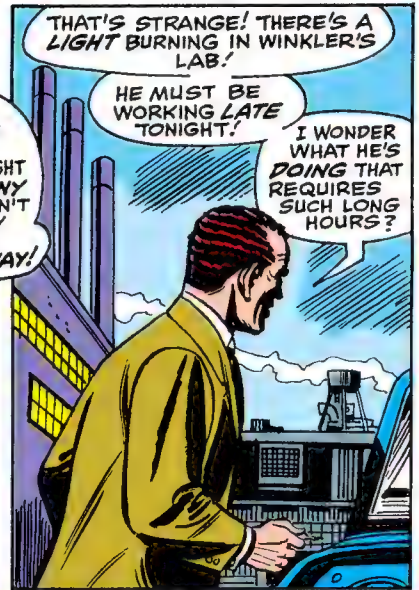
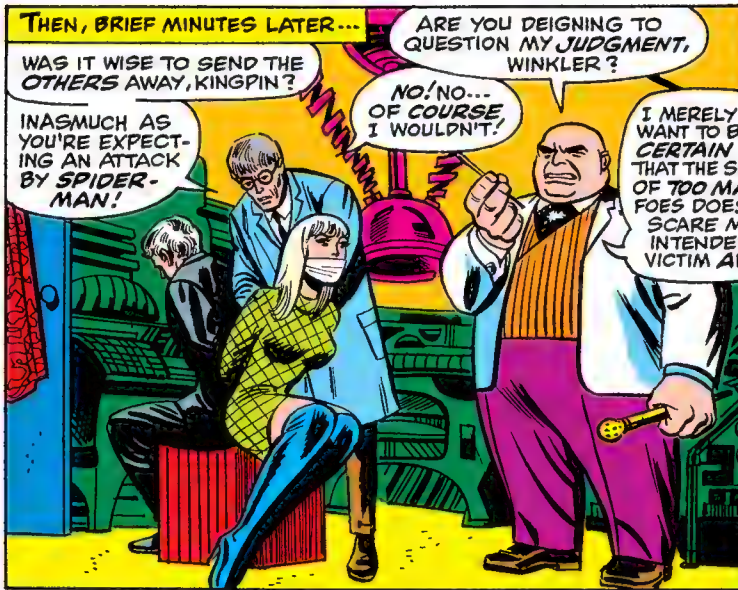


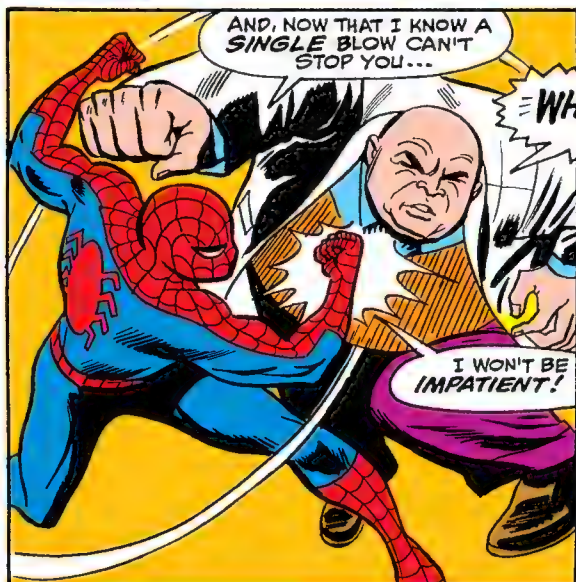
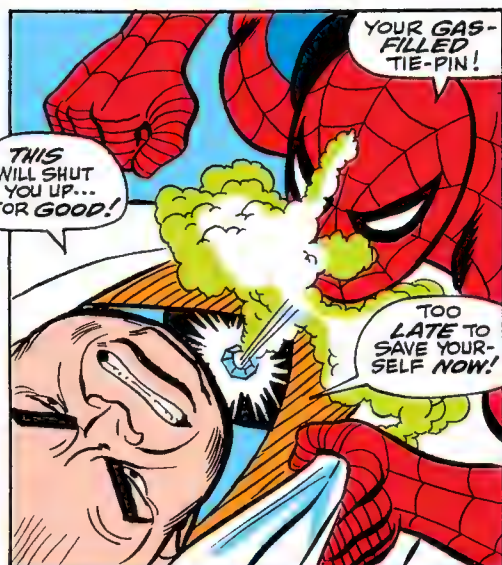
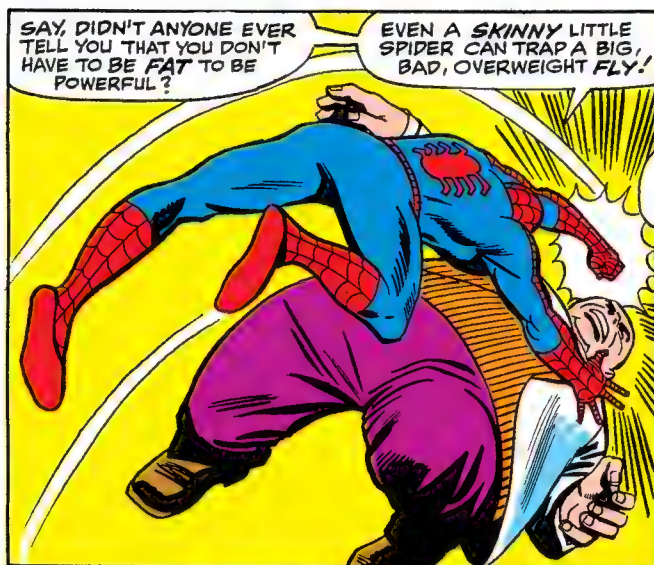




AND, EVEN AS OUR WORRIED WEB-SLINGER WENDS HIS WAY TOWARDS NORMAN OSBORN'S PLANT...





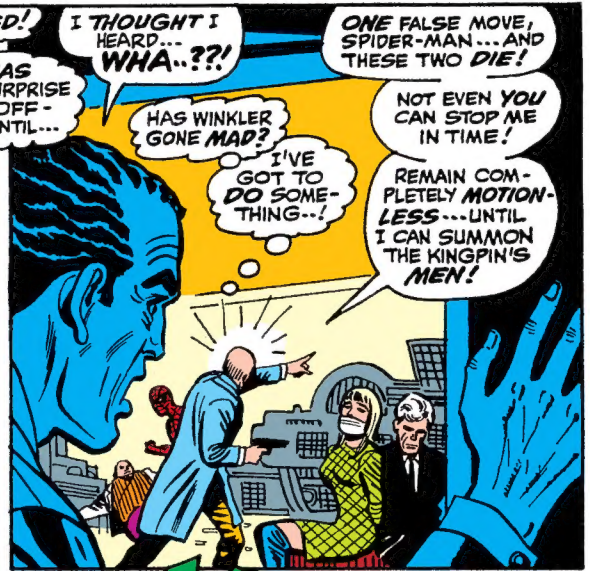




YOU HAVEN'T WON YET!

IT WORKED!
WHEN HIS GAS FAILED, THE SURPRISE THREW HIM OFF-BALANCE, UNTIL...

TURN AROUND!
LOOK AT WINKLER...!



I THOUGHT I HEARD...
WHA...??!

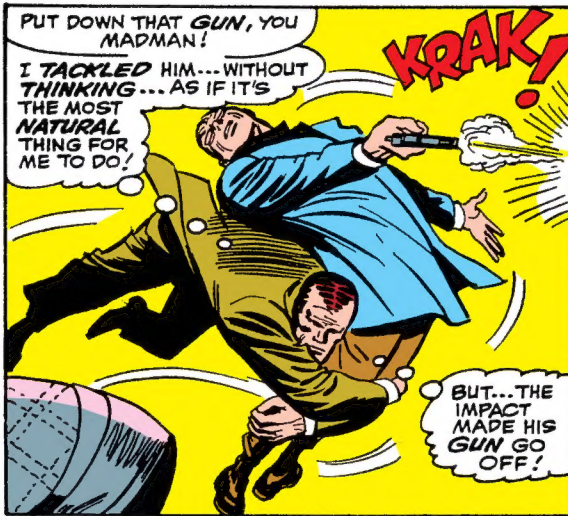
HAS WINKLER GONE MAD?

I'VE GOT TO DO SOMETHING...!

ONE FALSE MOVE, SPIDER-MAN... AND THESE TWO DIE!

NOT EVEN YOU CAN STOP ME IN TIME!

REMAIN COMPLETELY MOTIONLESS... UNTIL I CAN SUMMON THE KINGPIN'S MEN!

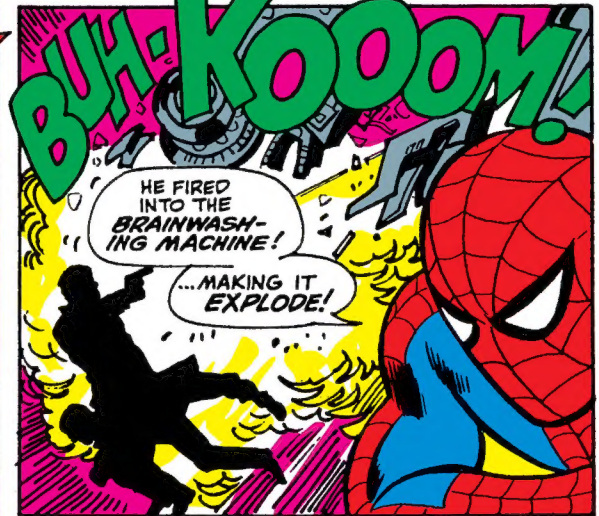


PUT DOWN THAT GUN, YOU MADMAN!

I TACKLED HIM... WITHOUT THINKING... AS IF IT'S THE MOST NATURAL THING FOR ME TO DO!

KRAK!

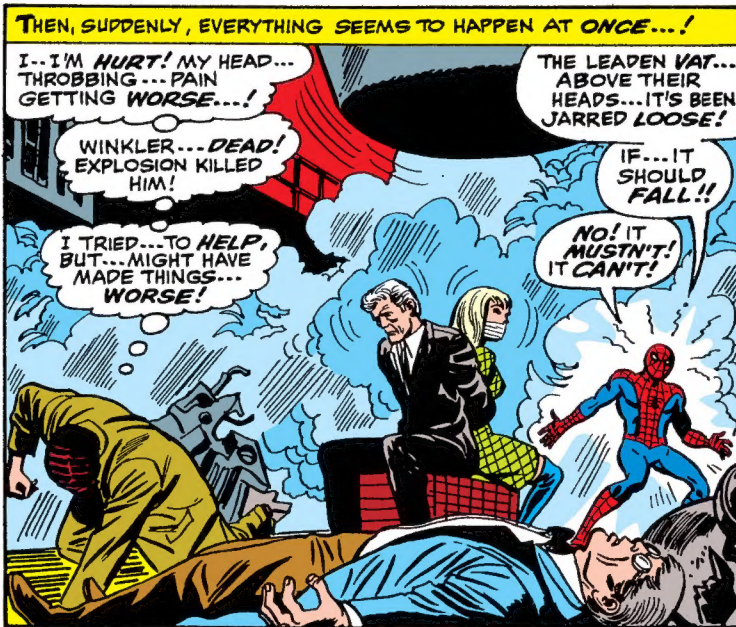
BUT... THE IMPACT MADE HIS GUN GO OFF!



BUH-KOOOM!

HE FIRED INTO THE BRAINWASHING MACHINE!

...MAKING IT EXPLODE!



THEN, SUDDENLY, EVERYTHING SEEMS TO HAPPEN AT ONCE...!

I... I'M HURT! MY HEAD... THROBBING... PAIN GETTING WORSE...!

WINKLER... DEAD! EXPLOSION KILLED HIM!

I TRIED... TO HELP, BUT... MIGHT HAVE MADE THINGS... WORSE!

THE LEADEN VAT... ABOVE THEIR HEADS... IT'S BEEN JARRED LOOSE!

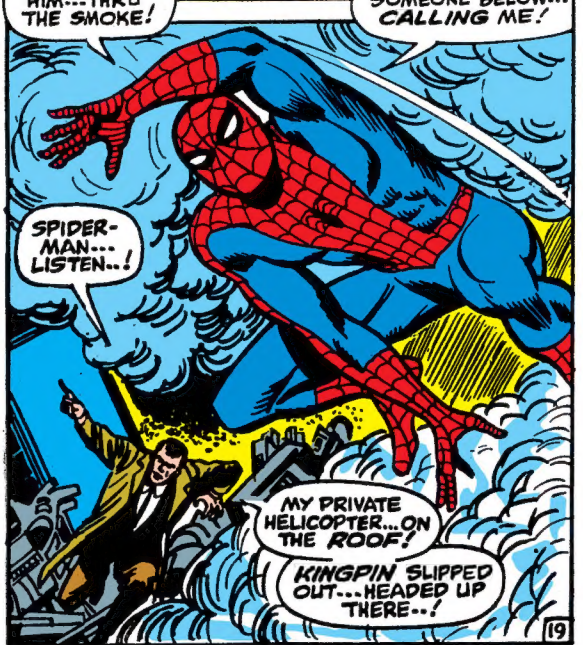
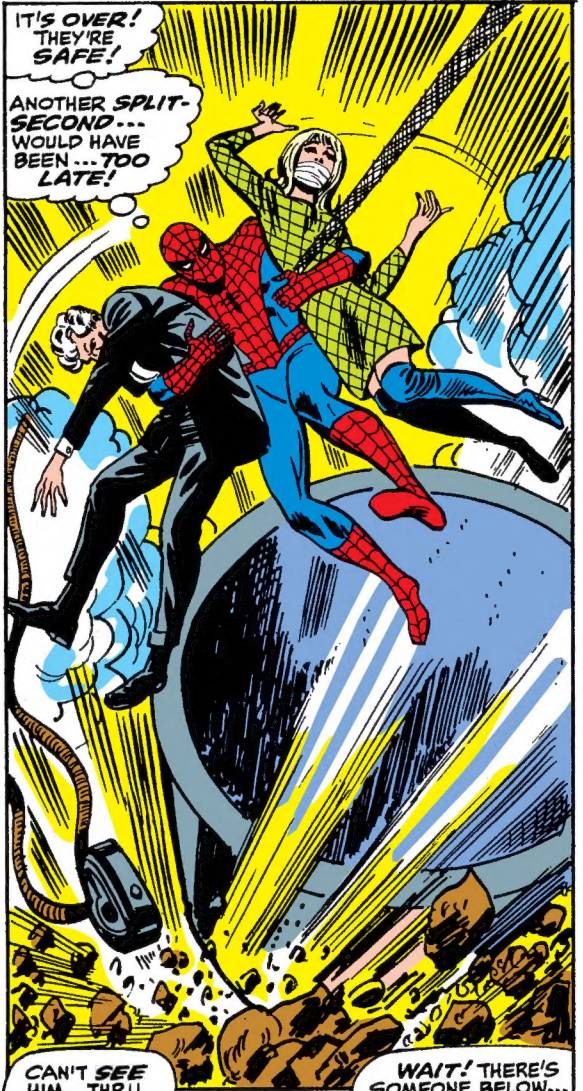
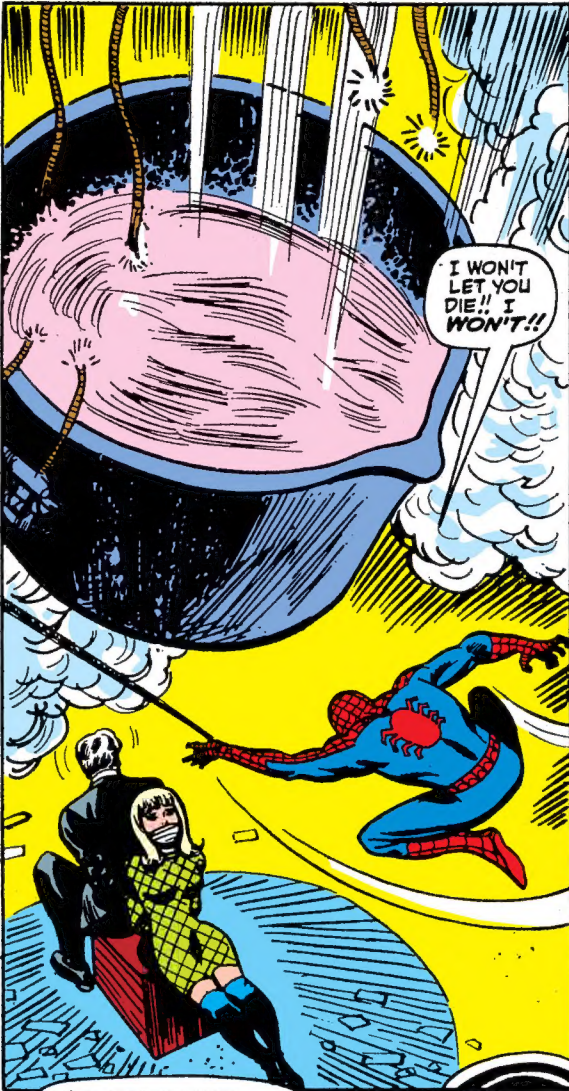
IF... IT SHOULD FALL!!

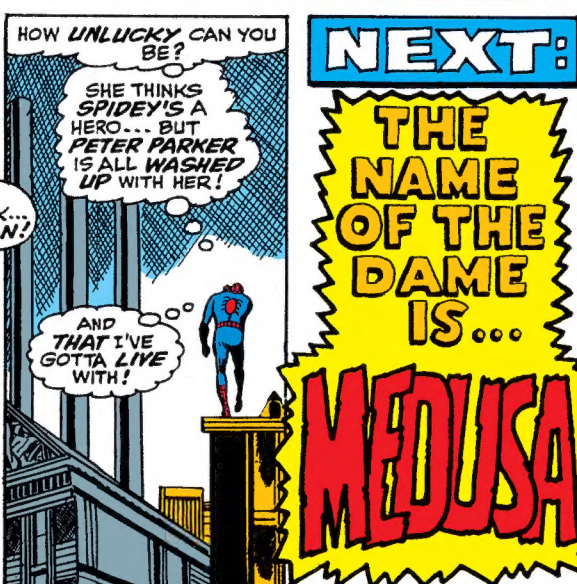
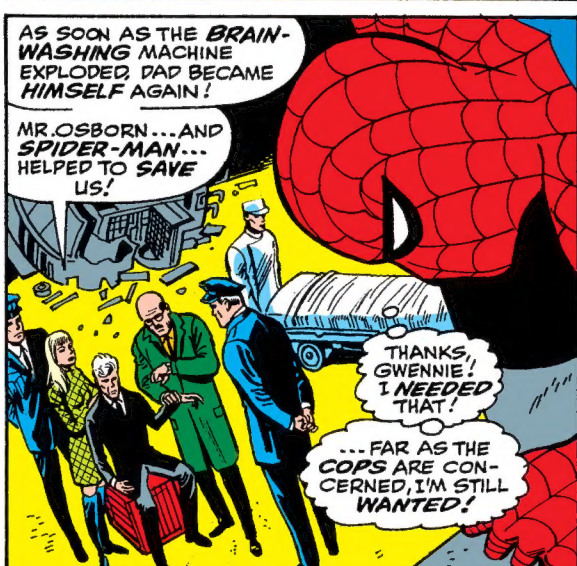
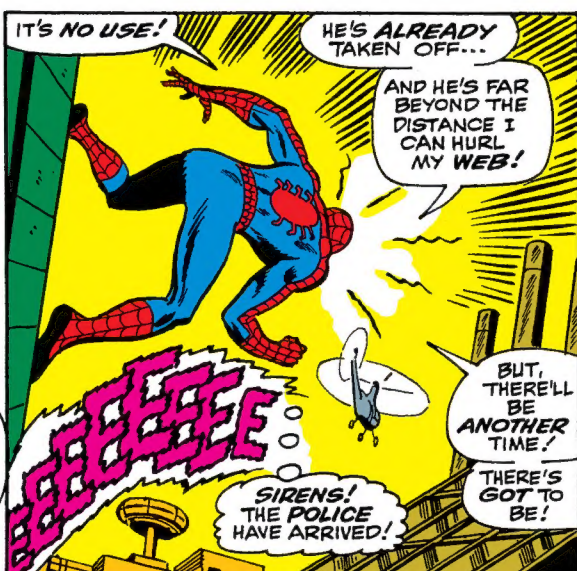
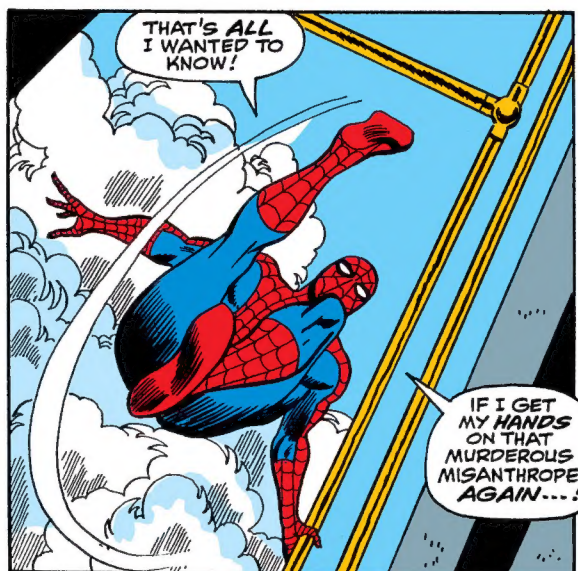
NO! IT MUSTN'T! IT CAN'T!



THE CABLE SNAPPED!!

GWEN!!
GWEN!!





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